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AGE OF WORMS ADVENTURE PATH

52 DAWN OF A NEW AGE
Tito Leati
Alhaster is in flames, choking on the poison mists of the Wormgod's first tentative breaths on the Material Plane. The Age of Worms has begun, and unless the PCs can kill a god, this new age will be dark indeed. An Age of Worms Adventure Path finale scenario for 20th-level characters.

ADVENTURES

18 FUNERAL PROCESSION
Mark A. Hart
For months, the brutal serial killer Crimson stalked the streets of Saltmarsh, preying on dozens of men and women. Now the murderer lies dead, but although justice has been done, the danger has not yet passed. A soul as wicked and deprived as Crimson's does not rest quietly, and the local cult of Graz'zt has plans for the coming monstrosity. A D&D adventure for 1st-level characters.

34 CHAINS OF BLACKMAW
Nicolas Logue
Framed by the Covenant of the Knife and thrown into the notorious Blackmaw Prison, Karl Manderholm awaits his execution at the hands of the deadly assassins' guild. In order to save him, the PCs must enter Blackmaw in the guise of lowly prisoners and expose the one man who can clear Karl's name, the Shadowmaster himself. A D&D adventure for 10th-level characters.

ON THE COVER

Wayne Reynolds returns to the Age of Worms to bring us the terrifying image of Kyuss in Alhaster.

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"For it is of old rumour that the soul of the devil-bought hastes not from his charnel clay, but fats and instructs the very worm that gnaws; till out of corruption horrid life springs, and the dull scavengers of earth wax crafty to vex it and swell monstrous to plague it. Great holes secretly are digged where earth's pores ought to suffice, and things have learnt to walk that ought to crawl."

H. P. Lovecraft
"The Festival"

DUNGEON ADVENTURE PLAYER REWARDS!

Take advantage of the RPGA's Player Rewards program by scoring points with the adventures from this issue of *Dungeon*! Each adventure is worth 2 D&D Player Rewards points, and remains active until 7/31/06.

RPGA NETWORK

Drop by www.rpga.com for more details, and use the following adventure codes:

Funeral Procession (135FP1DN)
Chains of Blackmaw (135CB1DN)
Dawn of a New Age (135DA1DN)

SAVAGE TIDINGS

When your player characters defeat the Wormgod Kyuss at the pulse-pounding conclusion of the Age of Worms Adventure Path in this very issue, they will have rescued the world itself from an unspeakable danger. They end the campaign as sovereigns of their own nation, inheriting the problems of a kingdom beset on all sides by political and military challenges. From their posh palace chambers in Alhaster they'll look out with a mixture of pride and melancholy at the waters of the Lake of Unknown Depths, remembering the simplicity of their humble beginnings. Chances are strong your players will be looking for new challenges too.

In four short months, *Dungeon* comes to the rescue with the Savage Tide Adventure Path, a 12-installment campaign designed to take characters from the heady days of first level all the way to the awesome responsibilities of level 20. Running every month from issue #139 to the milestone *Dungeon* #150, the Savage Tide takes players on an ocean voyage that begins in the fecund southern jungles and leads deep into the heart of the treacherous Lower Planes.

The action begins in the port city of Sasserine, where canny merchant princes exploit the natural wonder of a vast jungle at the very edge of civilization. There, the PCs find themselves in the employ of Lavinia Vanderboren, a young noble who has just inherited her family estate and colonial holdings after the tragic death of her parents. Her younger brother, Vanthus, has fallen in with a bad crowd, and after stealing an unusual black pearl from the trove of a pirate stronghold, he flees to the family's holdings on a distant tropical island—the Isle of Dread. Following Vanthus across the uncharted southern seas leads the PCs to the dinosaur-ridden island, where they discover that similar strange pearls have been placed in cities throughout the world. When the order is given, these pearls will discharge a massive burst of dehumanizing energy—the Savage Tide—that will turn ordinary citizens into cannibalistic savages.

Exploration of the treacherous Isle of Dread and the mysterious plateau at its center represents a major portion of the campaign, but the PCs will have little time to grow complacent, as pirates and the treacherous Vanthus harry the Vanderboren colony. An attempt to stop the pirates at their source leads to Scuttlecove, a scurvy town of buccaneers, yuan-ti, and worse. The PCs thwart the menace of the pirate fleet, only to discover that Vanthus has kidnapped his sister and taken her to the Abyssal realm of his patron, Demogorgon, Prince of Demons and the architect of the Savage Tide. By unleashing waves of madness and rage throughout the Material Plane, Demogorgon hopes to reconcile the feuding personalities of his two heads and increase his standing in the Great Wheel. To defeat the most powerful of demon princes, the PCs must negotiate a planar conspiracy aimed at weakening him in his own lair and destroying him once and for all.

An all-star array of some of our favorite game designers and *Dungeon* contributors are already hard at work on the adventures. Managing Editor James Jacobs, author of last issue's "Into the Wormcrawl Fissure" and the silent puppetmaster behind most *Dungeon* adventures, will contribute the first installment, "There is No Honor," in *Dungeon* #139. That issue also comes with a poster map of Sasserine and a backdrop describing the locale in detail, the first of several to come throughout the series. James's adventure will be followed by installments from Nicolas Logue, Richard Pett, Jason Bulmahn, Stephen S. Greer & Gary Holian, F. Wesley Schneider & James Sutter, Tito Leati, Keith Baker, Sean K Reynolds, Eric L. Boyd, Wolfgang Baur, and Greg A. Vaughan. As with the Age of Worms, a companion series of articles aimed at players will appear in the pages of *Dragon*, and lively discussion will take place on paizo.com. In fact, by the time you get this, a new Savage Tide message board is already in operation.

After defeating Kyuss and the Age of Worms, you and your players have earned a few months off. But don't get too comfortable. The Savage Tide is just around the corner!

ERIK

Erik Mona
Editor-in-Chief
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Tell us what you think of this issue.

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Check out the *Dungeon* messageboards at paizo.com/dungeon

DUNGEON #132

ESCAPE THE GRASP OF JUIBLEX!
DUNGEON
SPOILS OF VECNA AND THE ISLE OF SECRETS
SAUCY SATYRS • FLESH-EATING BLOBS • TERRIBLE TITANS

What's grosser than gross? Why, Juiblex, Demon Lord of Slimes and Oozes, of course! The initial editing of *Dungeon* #132 came just as James and I finished our part of *Fiendish Codex 1: Hordes of the Abyss*, a demon-themed hardcover set for a June release from Wizards of the Coast. Observant readers will note the infestation of demons in *Dragon* and *Dungeon* magazines during my editorial tenure—I've been fascinated with them since first edition, and Juiblex has always been one of my favorites. Campbell Pentney's "Caverns of the Oozelord" gave us the first serious look at Juiblex's cult since... well, since ever.

Nicolas Logue's "The Library of Last Resort" Age of Worms installment gave me a chance to sneak another old favorite into the magazines with the appearance of the *Hand of Vecna*, an artifact that has been a part of D&D for as long as D&D has had parts. Kudos to Nick for taking the weakest part of the Age of Worms outline and making it into something truly outstanding.

Christopher Wissel's "Wingclipper's Revenge" rounded out a solid issue. Back issues of *Dungeon* #131 and dozens of other great issues are available at paizo.com.

Prison Mail

Lost Without My Maps

I was just curious if there is a way to still get the copies of the maps from *Dungeon* magazine adventures. I just bought the *Shackled City Adventure Path* hardcover and I have a few of the *Dungeon* issues that it appeared in, and it seems that there was more detail in the maps that shipped with the original magazines. I also seem to remember downloading the maps for the "Harrowing" adventure from the website before.

Is this still a possibility, or have cutbacks taken this resource away? I'd love to get copies so that I don't have to rely on printing from the tiny booklet that came with the hardcover. Thanks!

Matthew Laycock
Via Email

The maps we printed in the Shackled City Adventure Path *hardcover are exactly the same as the ones that appeared in the magazine. In fact, we even added a couple of maps that never appeared during the Adventure Path's* Dungeon *run.*

As for downloadable maps, each issue gets a free web supplement, which you can find at paizo.com/dungeon (under "Resources"). Our Gen Con/EN World Award-winning supplements go back to issue #114, and contain every map in every issue from then to now.

Incarnum Incarnate

I'd like to start by saying that I absolutely love your magazine. The adventures are always high quality and I can't wait to read them every month. The coolest thing about your magazine, though, is the Adventure Path—I prefer to DM, but working full time makes coming up with new material extremely difficult, especially for a weekly game. I purchased the *Shackled City Adventure Path* hardcover (which is one of the best books I own) and can't wait to run it.

I was reading your submission guidelines, and in there you stated that once or twice a year you intend to include an *Oriental Adventures* or psionic adventure. I would like to know if there were any plans to include any *Magic of Incarnum*-based adventures? I absolutely love that system and would also love to see it supported in your magazine.

Dave Saunders
Nova Scotia, Canada

We do not currently have any plans to support that book with an adventure, but only because we have received no publishable submissions that incorporate elements from it. I'm curious to hear what folks think about incorporating elements from books like Magic of Incarnum, Heroes of Battle, *or* Weapons of Legacy *into* Dungeon *adventures. As with secondary monster books, we'd have to reprint whole sections so that readers who don't have those books can still use the adventures, but a lot of interesting rules development is coming out of Wizards of the Coast these days, and it would be fun to show some of it off in the magazine. The key, as always, is submissions. The best way to see an Incarnum adventure in* Dungeon *is to write one up and send it in. These things don't write themselves!*

NEXT MONTH IN DUNGEON

TENSIONS RISING

by Ryan Smalley

An airship carrying vital secrets has gone down in the Starpeaks. Now the PCs must race a sinister necromancer through a labyrinth of treacherous canyons to retrieve the information before it falls into the wrong hands. Unfortunately, the dolgrims that live there have other ideas. An EBERRON adventure for 4th-level characters.

THE COMING STORM

by Greg A. Vaughan

The denizens of a cursed temple that manifests only during the height of powerful storms are raiding the surrounding lands. What mysterious treasures and hideous dangers await within the Temple of the Incarnate Serpent? A D&D adventure for 10th-level characters.

GATES OF OBLIVION

by Alec Austin

When an adventuring party fails to stop a shadowy ritual, it'll take powerful heroes to pick up the pieces and prevent the Gates of Oblivion from consuming the Material Plane. A D&D adventure for 18th-level characters.

The Longships are Coming

I have been playing DUNGEONS & DRAGONS for two years now. I was reading a game magazine and saw the 30th anniversary ads and decided to give it a shot. I rounded up some friends—none of us had any idea how to play—and we bought the core books and taught ourselves as best we could. Since then we have been playing at least once a week and are loving every minute! I just picked up issue #133 the other day at Borders. I had seen the magazine a couple of times but never really looked through it. I have to say, keep up the great work! I expected a few short dungeon crawls and maybe some articles on magic items or something. I couldn't believe the quality of everything inside! I am already working on using the adventures in my current campaign. I especially like "Ill Made Graves"—I know my players will love it. Let's see more Viking adventures!

Thanks a lot for this great resource for DMs. I am definitely going to get a subscription.

Josh Whitson
Via Email

Welcome to the magazine, Josh, but more importantly, welcome to the hobby! You've arrived just in time to join the Savage Tide Adventure Path, as discussed in this issue's editorial. While I'm sure you and your friends are having a blast getting familiar with D&D, the game is at it's best when its played in long format as a campaign. We're happy to provide the framework for you starting in just four short months!

Staying the Path

In November 2004 we began playing the Shackled City Adventure Path. Through 2005 my players and I (I'm the resident DM of almost 18 years!) kept on gaming, though real-life work accidents and deadlines, personal success and failures, and occasional serious problems. Last night the party stormed the Brass Trumpet and confronted an (in)famous female assassin at almost 2:00 AM. The half-elf bard, who's been romantically involved with her "undercover" alter ego, was stunned by the discovery: the player, a tough and serious 30-year-old engineer, was almost in tears. The other players, no less mature and sometimes way more cynical, kept repeating "this has been nasty" for no less than thirty minutes. Priceless.

You won the Academy Award for Best Campaign, Paizo. The authors can share the prize for Best Gaming Play Ever, all of them. I'll keep the one for the directing role, if you don't mind.

Thank you. For the months of high-quality gaming (and more to come). For the laughs, the worries, the overall fun.

Give us more of it. Please.

Luca Lacchini
Forlì, Italy

Your wish is our command. More is on the way in the form of the Savage Tide Adventure Path. I think you and your friends will be very excited by what we have in store. We learn a lot each time we put together an Adventure Path, and if you thought we did well the first time out with the Shackled City, you'll soon learn that, as we say in America, "the third time's the charm."

Buy One, Get Two Free!

I just finished reading "The Beasts of Aulbesmil" in DUNGEON #131. I thought it was a really great non-linear, well-conceived adventure with the potential for high roleplaying. At this point, after reading only one adventure, I was happy that my money was well spent. Then I turned the page and the artwork for "The Hateul Legacy," done by Cyril Van Der Haegen, just blew me away. I would really love to see a full spread of this work or a chance to purchase a print off of the Paizo website.

Thanks for the high-quality adventures, amazing artwork, DMing advice, Campaign Workbook (which is a great tool), and especially the Adventure Paths. I can't wait to buy the Age of Worms Adventure Path hardcover.

I know this sounds like some major brown nosing, but DUNGEON is my favorite read and is truly the best value for the money.

Utak
Via Messageboards

We'd love to put together an Age of Worms hardcover, but the stars have yet to align

favorably on such a product. In the meantime, your best bet is ordering back issues on paizo.com. Thanks so much for the positive comments. It's a joy to work on this magazine every month.

Community Service

Most Dread High Masters of the DUNGEON,

I am pleased at the consistent quality of DUNGEON. I have never felt that my money could have been spent better elsewhere when picking up a DUNGEON. Even if you do not run pre-published adventures, there is still a wealth of information (Critical Threats, Campaign Workbooks) that is invaluable for time-strapped DMs like myself and many others.

Most of all, your dedication to bringing both new and old gamers together with your unique blend of Old-School elements and settings with new ideas will continue to draw my attention back to the first-class magazine that DUNGEON is. You have emphasized the community and fostered a great resource on the Paizo messageboards for players and DMs alike. I find the level of responsiveness from the DUNGEON (and DRAGON) staff refreshing and exciting.

Though it has been said before but can always be said again, keep up the good work!

Liz Courts
Bend, Oregon

We'll keep working at it as long as you guys keep buying it. Stay tuned for the next few months. Running no Adventure Path scenarios gives us more room to publish some really interesting scenarios while we all prepare for the Savage Tide, and issue #138 is our soon-to-be-classic 20th anniversary issue. Wow. 20 years!—Erik Mona

NEXT MONTH IN DRAGON

30TH ANNIVERSARY SUPER-SIZED SPECTACULAR ISSUE!

THE RETURN OF GORD
by Gary Gygax and K. R. Bourgoine
Gary Gygax's classic fantasy character Gord the Rogue returns in this tale of thievery and mayhem.

HOME AND AWAY AGAIN
by Bruce Heard
Set sail again with Prince Haldemar and the crew of the Princess Ark, in this new installment of the classic DRAGON column.

A DARK AND STORMY KNIGHT
by Ed Greenwood
Have dinner with the Wizards Three and learn the culinary tastes of Elminster, Mordenkainen, and Rautheene.

PLUS A WHOLE LOT MORE!
Keith Baker takes us to Dreadhold: Eberron's Prison Isle, plus four New Planar Dragons, a GenCon 2006 Preview, Ecology of the Dracolich, Class Acts, Sage Advice, comics, and more.

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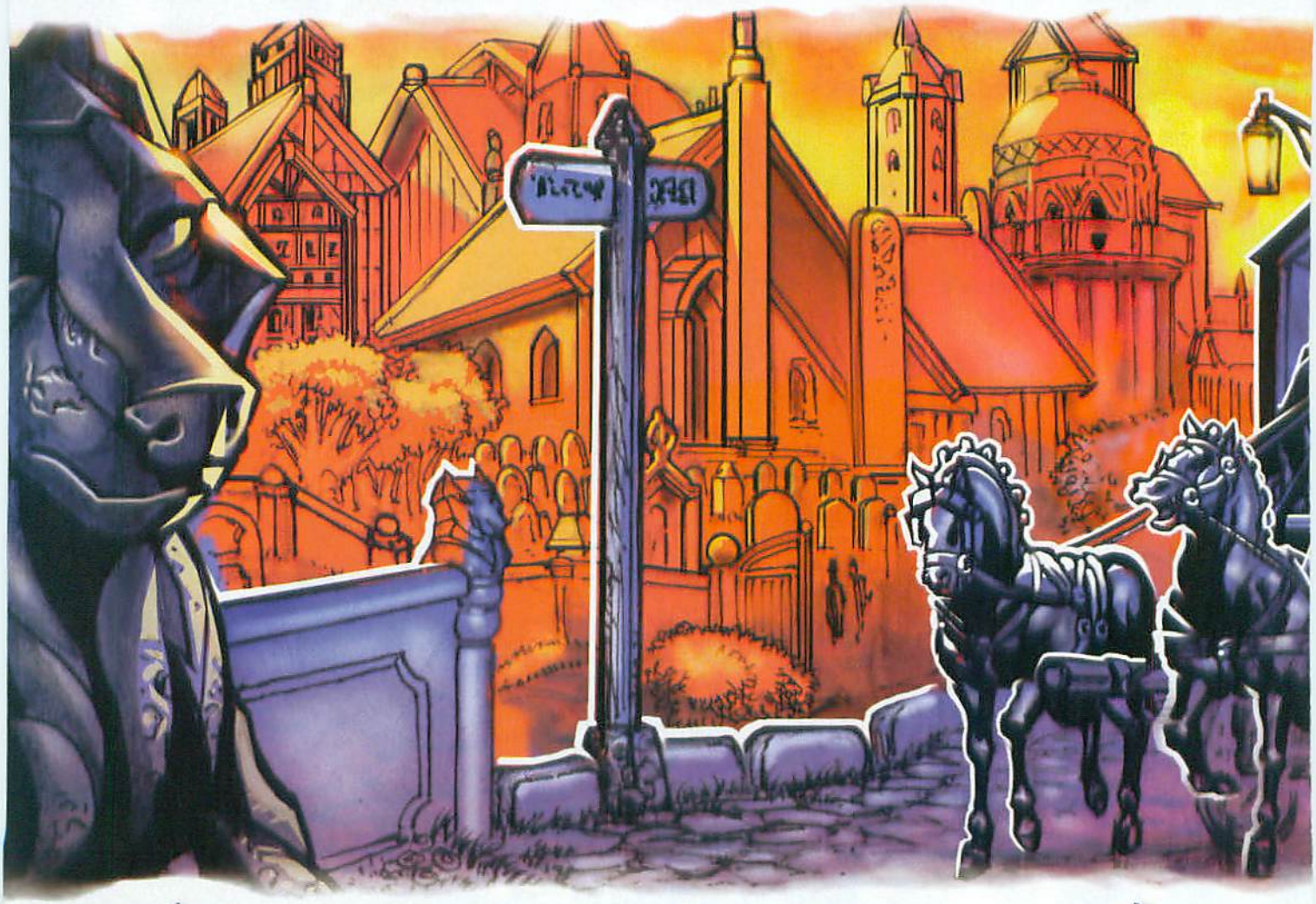
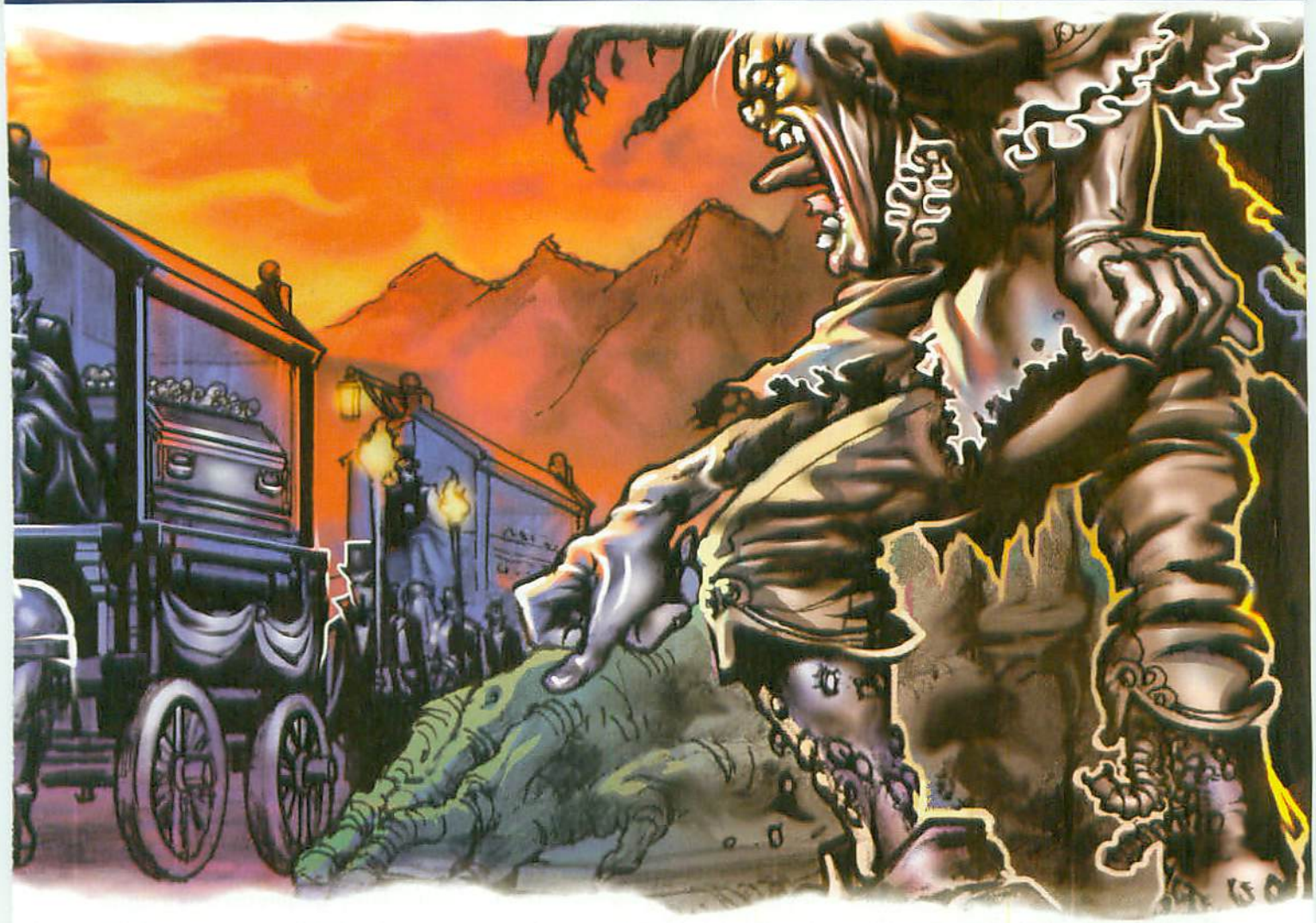


FUNERAL PROCESSION

BY MARK A. HART
BY DAVID BIRCHAM
BY ROBERT LAZZARETTI

ANY SETTING | LOW-LEVEL (1ST–5TH) | URBAN



Bards weave epic tales of quests and heroes. Yet at times these stories leave out what occurs after the adventure. Even the greatest heroes occasionally make mistakes or overlook a remnant of evil. When one such group of heroes defeats a serial killer but neglects to account for what may come of his mortal remains, only a group of novice adventurers stand between the dead murderer and his bloody vengeance from beyond the grave.

"Funeral Procession" is a DUNGEONS & DRAGONS adventure suitable for four 1st-level characters. It takes place in the town of Saltmarsh as described in the *DUNGEON MASTER'S Guide II* (119–152). Alternatively, the adventure can be set in a moderate-sized coastal town in any campaign world.

Adventure Background

For the past three months, a brutal serial killer named Crimson stalked the streets of Saltmarsh. During that time, he murdered a dozen men and women across town. Despite the watch's best efforts, the killer evaded capture with apparent ease.

As the killings mounted, the locals began losing faith, both in the town's leadership and in Pelor. Desperate to restore the community's spirits, the Church of Pelor hired the Company of the Axe, a famed adventuring group, to stop the murderer. Within two weeks, these heroes discovered Crimson's lair. After a savage fight, the survivors of the Company of the Axe emerged victorious. Two days ago, with great fanfare, they hauled Crimson's corpse to the steps of the town hall.

With public trust battered and faith in the churches diminished, Saltmarsh's political and spiritual leaders made a bold decision. Rather than cremating Crimson and burying the ashes, the leaders announced a funeral procession. Parading the casket through the streets would prove the murderer's demise to the people and demonstrate the town's justice. According to the plan, once the coffin reached the cemetery, it would be burned on a funeral pyre.

Unfortunately, a necromancer named Eldara Lilybrook intends to inflict further suffering on Saltmarsh. Eldara, a member of a local cult of the demon prince Graz'zt, plans to steal Crimson's body. She foresees Crimson's return as a mohrg—an undead monster devoted to vengeance. Eldara hopes to use the mohrg to start a new killing spree to further weaken the mayor's power and damage the Church of Pelor's reputation. Eldara's mother (and cult leader), Audry Lilybrook, hopes to encourage more people to abandon Pelor and flock to the worship of "Jodai," the ficti-

cious god of luck (one of Graz'zt's many guises). Of late, an increasing number of townsfolk have taken to worshiping this false deity.

Even worse, Eldara herself is partially responsible for Crimson's rampage. Four months ago she hired Malric, a member of Saltmarsh's assassins' guild, to kill a troublesome town watchman. She paid Malric with an impressive gem, but unfortunately for him, the gem possessed an equally impressive curse. The gem is one of 333 stolen from the Forgotten Temple of Tharizdun, and contains a sliver of that god's madness. The gem's taint twisted Malric into the psychopathic murderer known as Crimson. After Malric's capture, Eldara reclaimed the accursed gem, and she now intends to give it to another unsuspecting victim to start the murderous cycle all over again.

Adventure Synopsis

The PCs are asked to watch over the funeral procession and deal with any unusual disturbances. The adventure begins when the funeral coach reaches the cemetery and Eldara Lilybrook and her lackeys launch a diversion. Amidst the confusion, hired thugs steal the hearse bearing Crimson's coffin. Once they are out of immediate view, cultists switch Crimson's corpse with another. While the hearse resumes its diversionary escape, the cultists magically shrink Crimson's body and Eldara's raven familiar flies the shrunken corpse to the killer's original hideout: a local slaughterhouse. Eldara and several followers gather at the slaughterhouse to oversee Crimson's rebirth.

The PCs must pursue the hearse and locate the correct body. If the villains manage to smuggle the body to the slaughterhouse, the characters must follow the clues and locate the hideout before nightfall on the following day. If they fail, Crimson rises as a mohrg and renews his killing spree that same night. With all of Saltmarsh in an uproar over the theft of the body, the town watch is too busy to help with the search until after it is too late.

If the characters stop the theft, the cultists arrange an ambush at the slaughterhouse to punish the PCs' meddling. Eldara dispatches one of the Sawfish Boys (the slaughterhouse owners) to feed clues to the adventurers and lure them into a trap. If the characters survive, they learn of the connection between the Sawfish Boys and the Graz'zt cult. Following these clues could uncover sinister schemes in Saltmarsh and lead to future adventures.

Adventure Hooks

"Funeral Procession" begins with a funeral parade through Saltmarsh. Shortly before the procession, the PCs become involved in one of several possible ways.

- Warale Essryn, a priest of Pelor, approaches one or more of the characters with a concern. He believes someone plans to disrupt the funeral. More importantly, his research suggests Crimson could return from the grave as a vile undead monster. He wants the characters to guard the body and prevent anyone from stealing it before its cremation.
- Tomas Aldrin, a representative of the town council, asks the characters to help maintain peace and order during the funeral procession. His sources suggest locals may try to disrupt the ceremony. Although Aldrin hopes the townsfolk behave, he knows the town needs to see Crimson's body burned to ashes. Any trouble could lead to embarrassing problems for the town's leaders. He may approach the characters as a group or individually based on reputation.
- A bard or local seer hints at Crimson's return to life to continue his murderous rampage. Most townsfolk, eager to forget the horror of the past few months, ignore these warnings as superstitious nonsense.

Chapter One: Crimson's Funeral

The funeral procession winds its way through the persistent fog that covers Saltmarsh with a thick blanket of haze. A short distance behind the hearse carrying Crimson's body travels another hearse, this one bearing the body of Lars Tannerson, the deceased commander of Saltmarsh's Eastgate and Crimson's final victim. A large, tense crowd follows closely behind the procession, most of them completely covered with thick garments that give the procession an ominous sense of inevitability. Despite the crowd's grim mood, the procession arrives at the cemetery without disturbance. The horse-drawn hearse stops near a stack of oil-soaked wood.

The heavy gray fog blankets the graveyard and obscures all but the nearest headstones. As Crimson's hearse pulls to a stop, the assembled crowd falls silent. A nervous town watchman, burning torch in hand, stands ready to light the pyre. In the distance, a church bell tolls once for each of the town's twelve victims.

No fewer than 400 townsfolk crowd between the carriages and around the funeral pyre. The covered hearse waits 30 feet from the pyre. The driver sits atop the hearse and keeps the horses steady. A second hearse containing Lars Tannerson's body waits 20 feet behind the first. A watch officer and his horse stand on either side of Tannerson's hearse. Obscured by the fog, Eldara sets her plan in motion.

Saltmarsh

Saltmarsh (Large Town): Conventional; AL NG; 3,000 gp limit; Assets 577,500 gp; Population 3,850; Mixed (human 81%, halfling 5%, half-elf 4%, gnome 3%, elf 3%, dwarf 2%, half-orc 1%, other 1%).

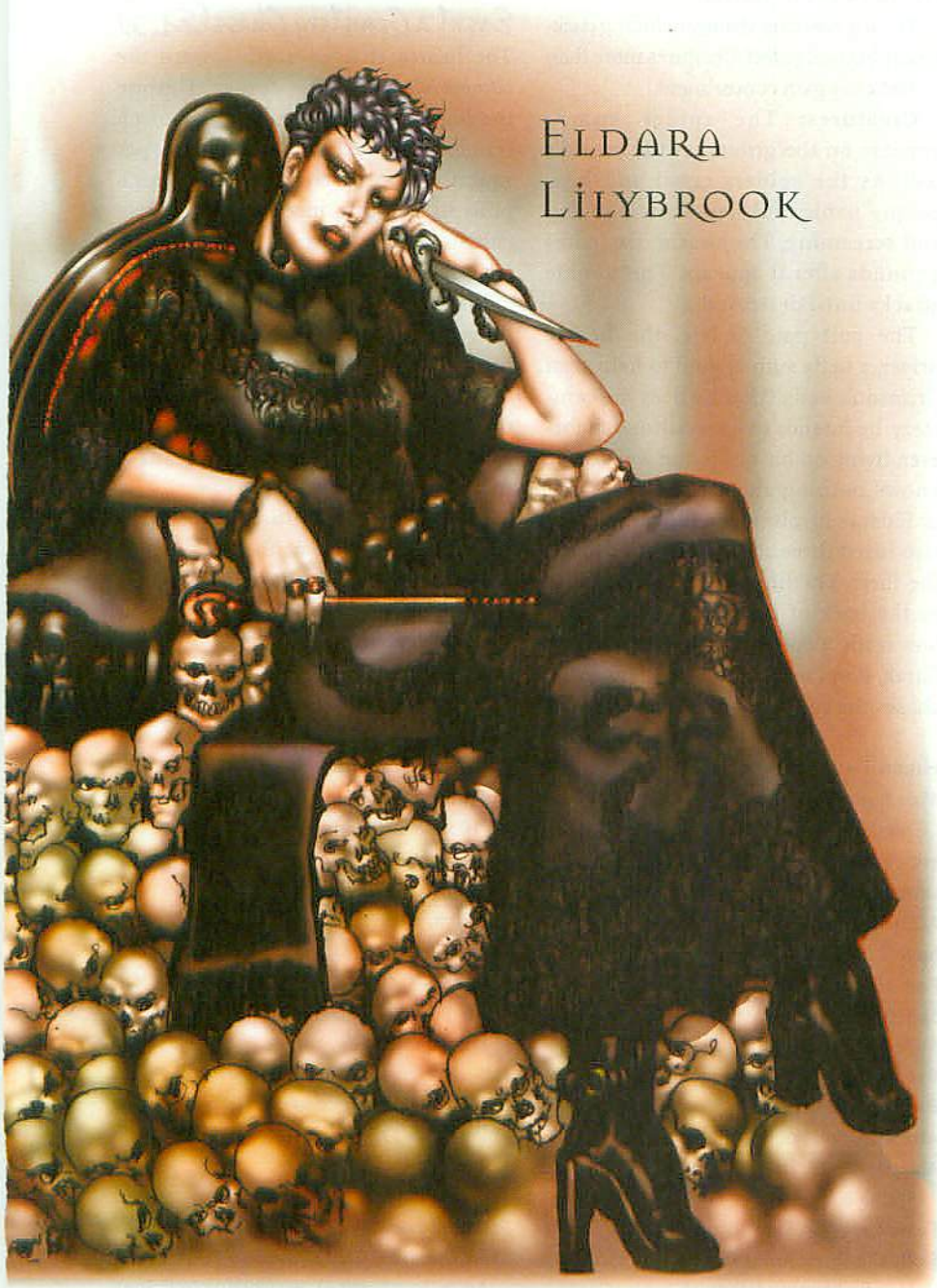
Authority Figures: **Lord Mayor Erolin Timertikos**, NG male human aristocrat 6/fighter 3; **Egan Lassiter**, NE male human aristocrat 4/cleric 10 (town councilman); **Hoskin Lashti**, NG male halfling bard 1/aristocrat 7 (town councilman); **Lira Tolivar**, LN female halfling druid 8 (town councilman); **Lyra Ivessa**, NG female human cleric 10 (town councilman); **Toren Aerakin**, LG male human aristocrat 6/wizard 1 (town councilman).

Eldara Lilybrook

The chief antagonist in this adventure is Eldara Lilybrook, daughter of Audry Lilybrook and follower of the Dark Prince Graz'zt. Audry has led this cult for several years, under the cover of the Lilybrook Orphanage. Despite Eldara's intelligence and ambition, she remains within her mother's shadow. After spending six years studying the necromantic arts, Eldara returned to Saltmarsh to help her mother run the Graz'zt cult. She hopes to eventually usurp control of the cult from her mother and become a thrall of Graz'zt. If Eldara's scheme succeeds and Crimson returns, she stands to gain considerable influence within the cult and may finally emerge to challenge her mother's domination.

Eldara is pale, tall, and slender. She wears dark, lacy robes and keeps her black hair cut short. Most people have trouble remembering her face after meeting her. When she speaks, her burning intellect shines through her eyes. In her pursuit of necromantic knowledge, she has lost touch with human concerns such as pity, mercy, and compassion.

At the adventure's start, Eldara has used the spells and potions marked with an asterisk.



ELDARA LILYBROOK **CR 4**

Female human necromancer 4
NE Medium humanoid
Init +2; Senses Listen +2, Spot +2
Languages Abyssal, Common, Draconic, Elven, Undercommon

AC 12, touch 12, flat-footed 10
hp 19 (4 HD)
Fort +2, **Ref** +2, **Will** +6

Spd 30 ft.
Melee dagger +3 (1d4+1/19–20)
Base Atk +2; **Grp** +3
Combat Gear *robe of bones, wand of summon monster I* (CL 5, 32 charges), *potion of invisibility**, *potion of mage armor, potion of cure light wounds*, scroll of *false life*, scroll of *summon swarm*
Spells Prepared (CL 4th, +3 melee touch, +4 ranged touch)
2nd—*command undead* (DC 17), *ghoul touch* (DC 17), *scare* (DC 17), *summon swarm**
1st—*mage armor, obscuring mist, ray of enfeeblement, sleep* (DC 15)
0—*daze* (DC 14), *detect magic, message, resistance, touch of fatigue* (DC 15)
Barred Schools illusion and evocation

Abilities Str 13, Dex 14, Con 12, Int 19, Wis 14, Cha 11
SQ summon familiar (raven named Silas)
Feats Brew Potion, Scribe Scroll, Silent Spell, Spell Focus (necromancy)
Skills Appraise +7, Concentration +8, Craft (alchemy) +11, Jump +1, Knowledge (arcana) +11, Knowledge (local) +11, Knowledge (religion) +11, Listen +2, Ride +2, Spellcraft +13, Spot +2, Search +7, Swim +1
Possessions Combat gear, dagger, master key to the slaughterhouse, 35 gp, 22 sp
Spellbook as above plus: 0—all except illusion and evocation; 1st—*cause fear, identify, jump, sleep*; 2nd—*false life, knock*

Event 1. Diversion (EL varies)

The fog hangs over the cemetery like a thick blanket, mixing with the cold scent of death to give the funeral proceedings a dark, oppressive pall. Little of the surrounding graveyard is visible through the gloom, although here and there pale gravestones and shadowy crypts stand silent witness to the grim proceedings. Hundreds of men and women cluster into tight knots across the hillside, pressed together in a vain attempt to ward off the chilling vapor. Near the center of the crowd, wood and oil have been gathered into a massive pyre that waits to consume the killer's corpse. A man standing by the pyre gives a signal, and four others start to remove the coffin from the hearse. Suddenly, the oppressive tranquility is shattered by a chorus of screams.

When Constable Pardesh gives the command, four pallbearers approach the back of Crimson's funeral coach. At this signal, Eldara Lilybrook and her minions launch their diversion. First, Eldara (standing away from the crowd) casts *summon swarm*. Moments later, a crawling carpet of spiders appears among the crowd and begins to feed. Next, she detaches a human zombie from her *robe of bones* and tosses it into the crowd. Finally, she quaffs her *potion of invisibility* and departs to the slaughterhouse. At the same time, her raven familiar, Silas, takes flight to meet with the hearse at the graveyard's west end.

Amidst the confusion, the hearse driver grabs the reins and whistles the horses forward. While the crowd screams and flees from the horde of biting spiders and the rampaging zombie, the hearse leaps forward and heads north into the cemetery.

If a character wishes to subdue the crowd or move it in a specific direction, he must make a DC 15 Diplomacy check. The Diplomacy check requires a full minute, unless the PC accepts a –10 penalty to make the check as a full-round action. If the characters need to move through the panicked crowd, it takes 2 squares of movement to move through a crowd-occupied square.

At this point, the characters may stay and fight the spider swarm and zombie, or they may pursue the fleeing hearse. The hearse flees at a speed of 60 feet and makes a double move each round. The characters may pursue the hearse on foot or they may commandeer the second hearse or the two nearby riding horses and give chase. Even if the PCs lose sight of it, the coach and its horses leave behind a trail of wheel furrows and mud-churned hoof prints. Following the correct trail requires a DC 10 Survival check.

The fog obscures vision, including darkvision, beyond 50 feet. Creatures more than 10 feet away gain concealment.

Creatures: The spider swarm appears on the ground at the crowd's feet. As the spiders crawl and bite, people panic and flee while shoving and screaming. The swarm dissipates 4 rounds after it appears. The zombie attacks until destroyed.

The cult paid Sodric, the hearse driver, a hefty sum of gold to help steal Crimson's body. After he flees the cemetery, he intends to leave Saltmarsh forever, living on his newfound wealth. He knows nothing about the Graz'zt cult or Eldara's involvement. Eldara's lackeys also hired three additional thugs to aid the theft. The first thug, Craster, hides in the back of the hearse with crossbow ready. Two other thugs, Brunus and Carak, stand nearby to delay anyone who chases the coach.

Hired Thugs (4) CR 1
Male human warrior 2
LE Medium humanoid
Init +0; **Senses** Listen +1, Spot +1
Languages Common, Goblin
AC 10, touch 10, flat-footed 10
hp 9 (2 HD)
Fort +3, **Ref** +0, **Will** –1
Spd 30 ft.
Melee short sword +3 (1d6+1/19–20)
Ranged light crossbow +2 (1d8/19–20)
Base Atk +2; **Grp** +3
Attack Option Point Blank Shot
Abilities Str 12, Dex 11, Con 10, Int 12, Wis 9, Cha 8
Feats Alertness, Point-Blank Shot
Skills Climb +6, Jump +6, Listen +1, Spot +1, Handle Animal +4, Ride +5
Possessions short sword, light crossbow, 10 bolts, 15 gp

Spider Swarm: hp 9; *Monster Manual* 239.

Human Zombie: hp 16, *Monster Manual* 265.

Development: Should circumstances require a change of tactics, Eldara issues new orders to her minions via her *message* spell. Regardless of what transpires, she absolutely avoids combat and any action that would otherwise expose her involvement in the caper.

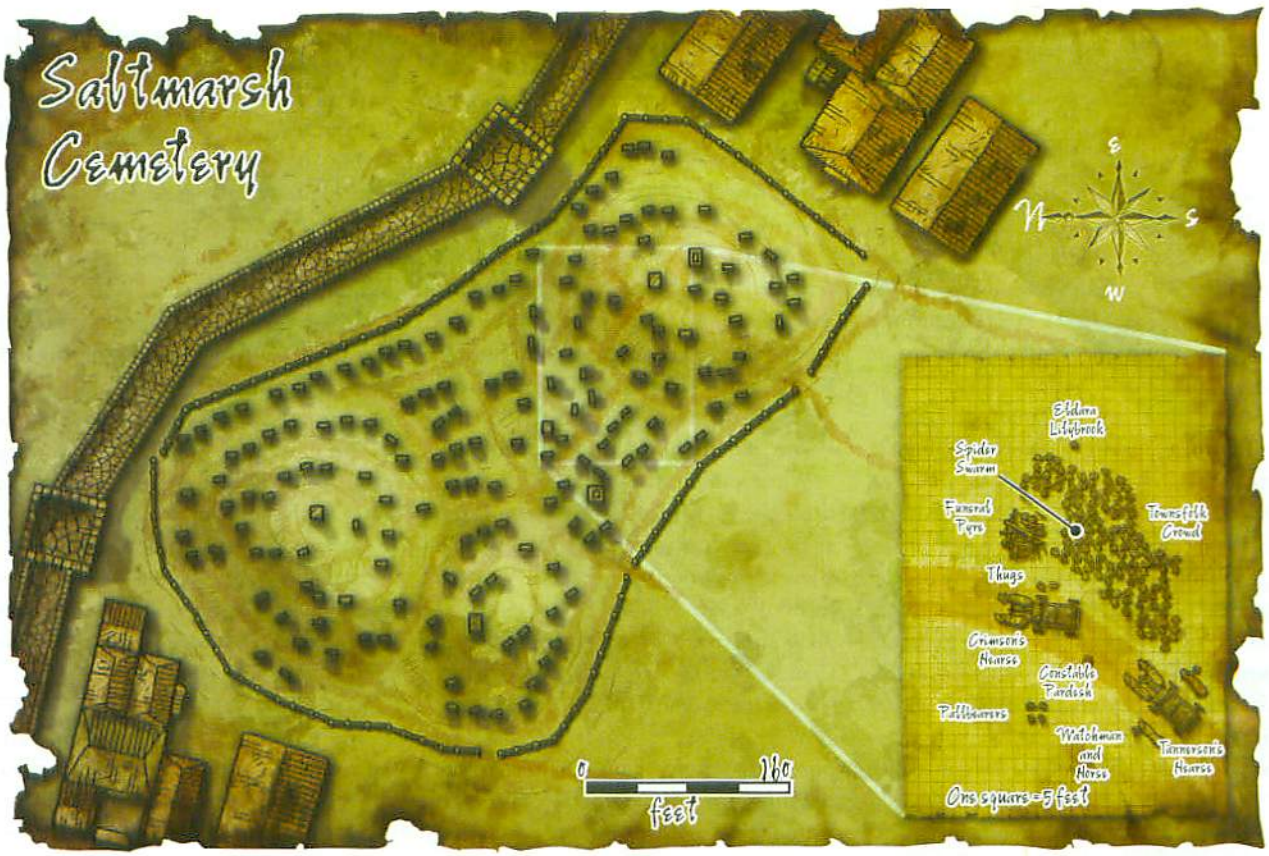
Event 2. Cemetery Chase (EL 3)

The hearse charges north toward the cemetery's northwest corner. Despite the fog and muddy ground, the coach travels at the reckless pace of 120 feet per round. Once at its destination, the coach pulls to a stop to meet two of Eldara's cultists. From start to finish, the coach takes 9 rounds to reach its rendezvous.

If the characters catch the hearse, the thug hiding in back pops up and fires his crossbow. If the characters knock the driver from his seat or kill him, the coach charges blindly ahead at full speed. The horses slow to a stop 1d4+2 rounds later.

Creatures: Three cultists and Eldara's raven familiar wait at the rendezvous point. A corpse, wrapped in a burial shroud, lies on the ground nearby.

Graz'zt Cultists (2) CR 1
Male and female human adept 2
NE Medium humanoid
Init +0; **Senses** Listen +4, Spot +4
Languages Common
AC 10, touch 10, flat-footed 10
hp 7 (2 HD)
Fort +0, **Ref** +0, **Will** +5
Spd 30 ft.
Melee club +2 (1d6+1)
Base Atk +1; **Grp** +2
Spells Prepared (CL 2nd, +2 melee touch, +1 ranged touch)
1st—*cause fear* (DC 13), *sleep* (DC 13)
0—*ghost sound, guidance, touch of fatigue* (DC 12)
Abilities Str 12, Dex 10, Con 10, Int 10, Wis 14, Cha 9
SQ summon familiar (none)
Feats Alertness, Toughness
Skills Climb +1, Concentration +4, Handle Animal +2, Jump +1, Knowledge (religion)



+4, Knowledge (local) +2, Listen +4, Spellcraft +3, Spot +4, Swim +1

Possessions club, dagger, *oil of shrink item* (only 1 cultist carries this), 20 gp, 15 sp

Tactics: When the hearse arrives, the cultists remove Crimson's body from his coffin and swap it for another body (stolen from a nearby crypt). Once the switch is made, the coach resumes its diversionary escape from the cemetery.

Next, one of the cultists opens her vial of *oil of shrink item* and pours it over Crimson's corpse. In mere moments, the body shrinks to Fine size. At that point, Eldara's raven familiar grabs the shrunken body (now weighing less than half a pound) in its talons and takes flight toward the slaughterhouse. Unless intercepted, it reaches its destination in approximately two minutes.

If necessary, the cultists sacrifice their lives to facilitate the raven's safe escape with the body.

Development: After the fight, a DC 10 Search of the cultists reveals several clues. Each cultist wears a simple gray robe. Each set of robes features numerous bloodstains along the hem. Perhaps most unusual, the robes all exude a slight but pungent charnel odor. The mess on their boots suggests the cultists recently trudged through cow manure. A successful DC 10 Knowledge (local) check suggests the slaughterhouse as the place to investigate. Whatever the cultists have planned, it seems likely they have a hideout in the local abattoir.

Finally, each cultist bears a small tattoo of a luck symbol between the shoulder blades. A DC 20 Knowledge (religion) check identifies the tattoo as the symbol of Jodai, an obscure and relatively overlooked god of luck.

Aftermath

If the characters stop the cultists and recapture Crimson's body, the town watch arrives moments later and takes control of the situation. Constable Pardesh grudgingly thanks the PCs for the help. A squad of watchmen carries the body back to the funeral pyre. Within the hour, the pyre's flames consume the corpse.

Despite their success, the characters should have several unanswered questions. Who planned the theft of Crimson's body and why? Where were the thieves taking the body? If the characters pester the watch officers, they receive vague answers and limited interest. For the next day or two, the watchmen have little time for a pointless ghost chase. The characters must pursue their own investigation to uncover answers.

If, however, the characters fail to recapture Crimson's body, Eldara's raven reaches the slaughterhouse and deposits its grisly cargo at a prearranged spot. The body returns to normal size as the magical oil's effects end. Soon after, Eldara arrives to guard the corpse until the mohrg's birth. Other members of the cult watch over the other areas of the slaughterhouse. Unless someone intervenes and destroys the body, Crimson rises as a mohrg the following nightfall.

Riots break out throughout town as anger over Crimson's disappearance mounts. The town watch spreads across Saltmarsh in an effort to maintain order, leaving them unable to search for the missing body. Throughout the

following day, politicians struggle to find answers and calm their citizens. Mayor Timertikos promises a thorough investigation and a quick retrieval of Crimson's body. Despite his assurances, the councilors spend considerable time bickering and accusing each other of incompetence.

Father Warale Essryn from the Church of Pelor approaches the PCs the morning after the theft and urges them to locate Crimson's body before nightfall. He believes the killer's malignant spirit could return in the form of a powerful undead creature. Despite his pleas, no one else believes his theory, even among the ranks of his church. He suggests a few places the characters might search, including near the shipyard (where several murders occurred), and the dungsweepers' guildhall (several bodies were found there). A DC 15 Gather Information check made in either of these locations uncovers a nervous vagabond who, in exchange for a few gold coins, tells the PC that "those Sawfish boys been sniffin' around down here ever sinct' them bodies started showin' up—go talk to them if'n you want answers!"

If the PCs request the church's help, Father Essryn gives each character a *potion of cure light wounds* and a *potion of protection from evil*.

Chapter Two: The Killing Floor

During his murder spree, Crimson used the Saltmarsh slaughterhouse (area #44 on the town map, *Dungeon Master's Guide II* 142) as his hideout. The slaughterhouse owners, the four Anderhoff brothers (dubbed "the Sawfish Boys," after the fish mounted above their door), knew about Crimson. They kept silent in exchange for gold from Eldara Lilybrook.

If the cult successfully stole Crimson's body, they use the slaughterhouse to conduct rituals to Graz'zt and await the mohrg's awakening. Once Crimson rises, the slaughterhouse again becomes his lair. The characters have just over a day to locate the body and strike against the cult before this event. When the characters enter the slaughterhouse, they must face the Sawfish Boys, several cultists, and a handful of undead.

If Eldara's plot to steal Crimson failed, she vows revenge against the characters that foiled her scheme. She plans to lure the characters into the slaughterhouse by baiting them with clues and cultists.

To that end, Eldara puts the Sawfish Boys to work. Vander, the smartest of the brothers, approaches the characters for help, first downing his *potion of magic circle against law* to protect himself from charm effects. The second brother, Kinto, follows and observes from a distance. The last two brothers, Torkan and Parne, remain at the slaughterhouse.

When Vander meets the party, he mentions the events in the cemetery, as well as the party's involvement. He describes a few strange occurrences in his slaughterhouse, and tells the PCs that he suspects the people who attempted to steal Crimson's body are hiding somewhere within his establishment.

As he speaks, the characters may suspect his honesty and motives. A successful Sense Motive check (opposed by Vander's +9 Bluff check) reveals Vander's nervousness and shiftiness. If pushed with an Intimidate check or tricked with a Bluff check, Vander admits to bending the truth. He describes how the cultists threatened to slit his throat if he failed to cooperate (a true statement). He also explains that the cultists have used his business for their foul rituals (also true). He expresses his desire for the characters to butcher these villains. If he is completely exposed as a fraud or attacked, he flees, hoping the PCs follow him back to the trap prepared at the slaughterhouse.

Once Vander gains the party's aid, he flashes a signal to Kinto. Kinto returns to the slaughterhouse and reports Vander's success to Eldara.

The Slaughterhouse

Sometimes referred to as the "shambles," the local slaughterhouse fulfils a distasteful yet necessary function. Despite the rank odors, the council has yet to force the Sawfish Boys to move their establishment to the town's outskirts. Because of the necessity of what they do, the brothers get away with considerable mischief. The people of Saltmarsh tolerate their brutish behavior—after all, who else wants to operate the slaughterhouse? A successful DC 10 Gather Information check made anywhere in Saltmarsh provides stories about the crude, dangerous, and sometimes violent exploits of these louts. When the PCs first approach the slaughterhouse, read or paraphrase the following:

The overpowering stench of blood and offal pollutes the air. The slaughterhouse emanates a palpable aura of misery. The building, hunched and dark, seems out of place in the middle of town. Three chimneys, each teetering one direction or another, spew forth clouds of foul smoke.

A large cattle pen dominates the front of the slaughterhouse. A rough-hewn log fence surrounds the pen, and at present a dozen listless cows stand amidst mud and manure, ignorant of their eventual fate.

The building's ground floor includes offices, storage, a meat locker, and vats for rendering animal tallow.

The slaughtering and carcass disposal occurs in the basement, which is reached from the cattle pen by a ramp that descends through the exterior wall. As animals traverse the ramp, they walk through a crude door flap one at a time. Once animals enter the basement, the Sawfish Boys stun, bleed, and butcher them. From there, the meat hangs and ages in the upstairs locker. Finally, the slaughterhouse sells these cuts of meat to local vendors.

Ceilings: Ceilings are 9 feet high on the upper floor and 8 feet in the basement unless stated otherwise.

Doors: All exterior doors are fashioned with reinforced wood and are unlocked during the day. Each brother carries a master key to the exterior doors. The ramp entrance into the basement remains open at all times. Interior doors are simple wood without locks unless otherwise described.

Strong Wooden Doors: 2 in. thick; Hardness 5; hp 20; Break DC 25; Open Lock DC 20.

Simple Wooden Doors: 1 in. thick; Hardness 5; hp 10; Break DC 15.

Floors: All floors on the ground level consist of 2-foot-thick timbers covered with rough-hewn wood planks. The base-

ment floor consists of crudely worked stone, often covered with layers of straw and sand.

Light: Any room containing a window offers bright illumination by day. Many rooms, however, lack windows and thus sit in darkness. When the Sawfish Boys need light, they use oil lanterns. Most basement areas are otherwise dark.

Walls: With the exception of the northeast wall, the interior and exterior walls on both levels are wood. The walls possess a faded, weathered appearance, but remain sturdy. The northeast wall consists of brick and mortar.

Windows: Wooden shutters cover all windows on the ground floor. If necessary, someone on the inside may shut and bar a room's shutters.

Wooden Shutters: 1 in. thick; Hardness 5; hp 10; Break DC 13 (15 if barred).

1. Ramp to Basement

A wooden ramp descends from the cattle pen into the basement. A thick layer of mud and other debris coats the ramp. The smell of blood wafts from beneath the slaughterhouse.

The cattle follow the ramp from their pen into the basement as the final step before their slaughter. A filthy door flap, woven with straw and twigs, covers the opening. The ramp opens into the cattle chute (area 13).

2. Offices

Scraps of filthy paper litter the walls, floor, and desk of this office. Platters and mugs, coated with old meals and a layer of brownish mold, lie in forgotten stacks.

Three of the Anderhoff brothers use these offices. The smartest and eldest brother, Vander, keeps an office at the other end of the hall.

2a. Kinto's Office

Unlike most interior doors, this one is locked. Unlocking the door requires a DC 20 Open Lock check. Inside, the office features chaotic piles of parchment and paper. These piles threaten to overwhelm the desk, shelves, and floor. Even the chair holds a pile of old papers. An investigation reveals that all the papers are months to years old and relate to the mundane business of the slaughterhouse.

Treasure: A DC 10 Search check reveals a loose floorboard with a hollow space beneath it. The space contains several odd items, including a stuffed doll, a set of wooden teeth, and a pouch containing 60 gp and 188 sp.

2b. Parne's Office (EL 1/3)

As the characters approach this room, they hear a dog's deep, angry growl behind the door.

The office appears unused and forgotten. Dust and cobwebs cover everything. The guard dog lives in the room, as Parne rarely uses his office and has little need for a desk.

Creature: The guard dog begins barking and growling as soon as it hears intruders. If the characters open the office door, the dog attacks anyone not accompanied by one of the Sawfish Boys.

Guard Dog: hp 9; *Monster Manual* 271.

Development: Only 1d2+1 rounds after Parne's dog begins barking, three additional guard dogs arrive from the storage room (area 7), charging in to attack intruders. As the dogs bark and howl, the noise alerts the Sawfish Boys in the basement (area 13). In addition, the noise alerts Kinto in the Chamber of Knives (area 8).

2a. Torkan's Office

The rumpled uniform of a Saltmarsh town watchman lies in one corner of this unused office. Torkan once belonged to the town watch and wore this particular uniform. After he started too many tavern brawls, Constable Pardesh discharged him. Torkan still uses the uniform to pose as a town watchman, especially when preying on the poor and the elderly. Most recently, he wore the uniform when kidnapping a young carpenter named Klori (area 22).

3 Shared Bedroom

Stale odors of food compete with the pungent aroma of mold in this bedroom. Piles of filthy clothing cover the floor, intermingled with stained plates and cups.

Parne and Torkan Anderhoff share this bedroom. Of the four brothers, these two are the most alike. Both brothers enjoy a well-deserved reputation for violence and brutality.

Treasure: A crude wooden armoire next to the bed contains a dozen sharp, cruel knives, including butcher knives, carving knives, and bone saws. Despite the disgusting layer of filth in the room, the knives are polished and sharp. The collection includes a matched pair of masterwork daggers, each with a pommel sculpted in the shape of a hawk's head (325 gp each).

4a Vander's Office (EL 2)

This office appears almost too clean. Someone has arranged the parchments on the desk in neat, tidy piles. Even the quill pens and ink well appear to have been placed with obsessive precision.

A wooden cabinet holds an orderly pile of parchments and papers. These pages list cattle purchases from farms, sales to local butchers, and slaughterhouse expenses. Anyone searching through the papers notices the clear and elegant handwriting used to keep the records.

A DC 15 Search check reveals a false bottom in one of the desk drawers. The secret compartment contains a red ledger. Although the ledger obviously tracks sums of money, the entries use a special code. A DC 20 Decipher Script check discerns the meaning of the entries. Someone has been paying the Sawfish Boys in gold for the past three months on a regular basis. Just two days ago, the same source paid another sum of gold to the brothers. These entries use descriptions such as "rent received" and "disposal fee received." The same unidentified source paid for these services on several occasions. A couple of small payments were made to the "orphans' fund."

Creature: Vander Anderhoff sits at the desk finishing paperwork. If the adventurers enter his office, he acts surprised and tells them they are trespassing. Unless attacked, Vander remains at his desk and demands the characters leave. If the PCs threaten him or his property, he attacks.

Vander wears fine tailored clothing and takes obvious care with his grooming, giving him the appearance of a man of high-class upbringing. He seems too cultured and refined to live and work in a slaughterhouse.

VANDER ANDERHOFF CR 2

Male human rogue 2
LE Medium humanoid
Init +7; **Senses** Listen +4, Spot +1
Languages Common, Dwarven, Elven, Goblin

AC 15, touch 13, flat-footed 12
hp 11 (2 HD)
Fort +1, **Ref** +6, **Will** –1; evasion

Spd 30 ft.
Melee mwk shortsword +4 (1d6+2/19–20)
Ranged light crossbow +4 (1d8/19–20)
Base Atk +1; **Grp** +3
Atk Option sneak attack +1d6
Combat Gear *potion of magic circle against law*

Abilities Str 14, Dex 16, Con 13, Int 16, Wis 8, Cha 14
SQ trapfinding
Feats Improved Initiative, Persuasive
Skills Bluff +9, Diplomacy +9, Escape Artist +8, Forgery +7, Hide +8, Intimidate +11, Knowledge (local) +8, Listen +4, Open Locks +8, Search +8, Sense Motive +7, Spot +1, Swim +2
Possessions combat gear, leather armor, masterwork short sword, dagger, light crossbow with 10 bolts, master key to the slaughterhouse, 17 gp, 30 sp

Tactics: Vander despises combat unless he has a clear advantage. He prefers to trick the party into a trap. Once the PCs have entered his slaughterhouse, he tries to kill them before they report to the town watch. He uses his considerable wit and guile to keep the characters confused and misled. He considers Parne the best person to eliminate the intruders, and attempts to lead them to area 7b.

Development: If the PCs retrieved Crimson's body earlier in the adventure, Vander is not in the office but instead accompanies the party as described above. He serves as the bait to lure the characters into an ambush, preferably against Parne in the basement (area 17b).

4b Vander's Bedroom

This bedroom's handsome furniture, wall paintings, and tasteful decorations seem out of place in a slaughterhouse. Whoever lives here obviously enjoys his comforts.

Vander, the smartest and most charismatic of the brothers, takes pride in his bedroom's decor. While his brothers revel in bloody slaughterhouse work, Vander prefers managing the business and counting the profits.

Treasure: The floor rug is worth 150 gp, the three wall paintings are worth 35 gp apiece, and the silk bedsheets are worth 15 gp. A small, locked wooden chest under the bed (DC 15 Open Lock) contains a pouch with 119 gp, 257 sp, 455 cp, and a *potion of eagle's splendor.*

4c. Kinto's Bedroom (EL 1)

Kinto keeps his bedroom door locked. Unlocking it requires a DC 20 Open Lock check.

Plain furniture adorns this simple bedroom.

Kinto has little interest in fancy living or comfortable furnishings.

Trap: A locked wooden chest sits under the bed. Opening the lock requires a DC 20 Open Lock check. As the most paranoid and suspicious of the Sawfish Boys, Kinto trapped the chest with a poison dart trap to punish thieves.

Poison Dart Trap: CR 1; mechanical; location trigger; manual reset; Atk +8 ranged (1d4 plus poison, dart); poison (bloodroot, DC 12 Fortitude save resists (0/1d4 Con plus 1d3 Wis); Search DC 20; Disable Device DC 18.

Treasure: The chest contains 84 gp, 51 sp, and 3 pearls (100 gp each). Another pouch holds a *potion of cure light wounds.*

5. Stairs

These stone steps lead down to the basement. If the two Sawfish Boys downstairs hear someone descend these steps without announcing themselves, they prepare an ambush.

6. Meat Locker (EL 1)

The room feels cool compared to the rest of the building, and the smells of fresh kills permeate the air. More than two dozen sides of beef impaled on meat hooks hang from the ceiling.

This dark, cold room holds three rows of beef sides, 10 in each row, hanging from the ceiling. The meat hangs about 2 feet above the floor. This entire room is considered difficult terrain due to the hanging slabs of meat.

Creatures: Out of a perverted sense of humor, the Sawfish Boys asked the Graz'zt cult for a few undead to help protect the slaughterhouse. A pair of kobold zombies waits here in the dark. They attack anyone other than the brothers. When a zombie attacks, it does so from below, slicing with a dagger from underneath the hanging beef sides.

Kobold Zombies (2): hp 16; *Monster Manual* 265.

7. Storage Room (EL 1)

A bizarre collection of animal bones hangs from the room's ceiling, suspended by long leather strips. Countless skulls, ribcages, spinal columns, and leg bones clink and clatter together like grotesque wind chimes in a gentle breeze.

The brothers have gone to the trouble of constructing these intricate bone displays. Hundreds of different animal bones hang from the ceiling by strips of rawhide. The bones hang suspended 2 feet above the floor—anyone moving upright through this room must pick his way through the bones, making considerable noise in the process.

Creatures: Three guard dogs spend most of their time here watching the meat locker entrance. If someone enters this room or the Chamber of Knives (area **8**), the dogs attack unless one of the Sawfish Boys commands otherwise. The dogs have learned to fear and respect the brothers, and they obey orders with impressive loyalty. A druid or ranger could use wild empathy to deter the dogs for a short time. If these dogs howl and bark, the noise alerts Kinto in the Chamber of Knives (area **8**).

Guard Dogs (3): hp 9 each; *Monster Manual* 271.

8. Chamber of Knives (EL 2)

A frightening display of knives, hooks, spikes, and cutting tools hangs from the walls of this room. A quick survey reveals dozens of bladed instruments, some polished and others stained dark red. A sturdy workbench holds an assortment of bludgeoning tools such as clubs and sledgehammers.

The Anderhoff brothers store many of their prized butchering tools here. Given the sheer number of implements hanging from the walls, the brothers seem obsessed with sharp objects. Kinto Anderhoff, the paranoid brother, considers these knives part of his personal collection. He has spent years collecting these tools of the trade.

Creature: Kinto spends most of his time here sharpening knives and admiring his reflection in the blades. When he becomes scared or nervous, he comes here for solace. If he sees an intruder, he draws his rapier and attacks. Whereas his brothers boast bulging muscles and an overbearing presence, Kinto looks pale and sickly. He acts nervous and skittish around strangers, and trusts only his brothers and Tusk the ogre (area **11**).

KINTO ANDERHOFF CR 2
Male human rogue 2
NE Medium humanoid
Init +8; **Senses** Listen +4, Spot +4
Languages Common, Elven, Giant, Goblin
AC 16, touch 14, flat-footed 12; Dodge
hp 9 (2 HD)
Fort +0, **Ref** +7, **Will** –1; evasion
Spd 30 ft.
Melee mwk rapier +4 (1d6+2/18–20)
Ranged dagger +5 (1d4+1/19–20)
Base Atk +1; **Grp** +3
Atk Options sneak attack +1d6
Combat Gear vial of alchemist's fire (2), *potion of cat's grace*
Abilities Str 14, Dex 18, Con 10, Int 16, Wis 8, Cha 6
SQ trapfinding
Feats Dodge, Improved Initiative
Skills Appraise +8, Balance +9, Craft (trapmaker) +8, Disable Device +8, Escape Artist +9, Gather Information +3, Handle Animal +0, Jump +6, Knowledge (local) +6, Listen +4, Open Lock +6, Sleight of Hand +9, Spot +4, Tumble +6
Possessions combat gear, leather armor, masterwork rapier, 4 daggers, leather armor, master key to the slaughterhouse, 29 gp, 15 sp

Development: If Kinto needs help, he calls for the cultists hiding in the cattle holding pens (area **9**). Should Kinto hear the guard dogs barking, he hides here and ambushes any intruders who enter. If Tusk calls for help from area **11**, Kinto runs to his aid.

9. Cattle Holding Pens (EL 2)

During storms, this room houses up to a dozen head of cattle, one per stall. At present, the pens stand empty except for old straw and dried manure.

Creatures: Two Graz'zt cultists hide among the cattle stalls. They have orders to deal with any intruders and to help Kinto Anderhoff as necessary.

Graz'zt Cultists (2): hp 17, see page 22.

10. Warehouse

Wooden shelves line the walls and contain a variety of animal hides, jars of tallow, candles, and similar products.

The slaughterhouse sells meat, hides, and tallow to local merchants and customers from this room. A DC 10 Search uncovers three wooden crates shoved into one corner and covered with a tarp. The boxes contain dried beef jerky and bear a stamp that reads: "Lilybrook Orphanage."

11. Rendering Vats (EL 3)

Two enormous stone vats dominate the room, each suspended over a pit. A low fire burns in each pit, heating the vat. The sounds of bubbling liquid fill the room, as does a strange mixture of pungent odors. Steam from the vats and smoke from the fires obscures the room with a thick haze.

Each rendering vat contains a mixture of fatty tissue, bones, and leftover animal parts in a bubbling, soupy broth. The vats render animal byproducts into tallow for use in lard, soap, candles, and salves. Each vat stands 6 feet tall and 9 feet wide. A long wooden stirring pole leans against each vat.

Because of the steam and smoke, treat the room as if blanketed by fog, thus granting concealment to all creatures present.

Stone Vat: 4 in. thick; Hardness 8; hp 30; Break DC 23.

Creature: An elderly ogre named Tusk works for the Sawfish Boys. He stirs the vats and skims the fat as necessary. Tusk has worked in the slaughterhouse for six years and considers this his home and the Sawfish Boys his family. Because of his age, he has no place among others of his kind. Despite growing infirmities, Tusk remains strong with lean, wiry muscles. His scraggly hair has turned gray.

Tusk the Ogre: hp 20; *Monster Manual* 199.

Tactics: If Tusk is warned of intruders, he hides behind one of the vats. When a character passes his position, he attempts to grapple the intruder. If successful, he tries to toss the target into the nearest rendering vat. Any creature falling into a vat suffers 1d6 points of fire damage each round it remains in the vat. Climbing unassisted from a vat requires a DC 15 Climb check.

12. Elevator

The employees use this elevator to haul items between the basement and this floor. The elevator includes a wooden platform suspended from a pulley and winch

system with rusty chains. The design allows a person on either level to raise or lower the platform. One individual may raise or lower the platform in 3d4 rounds. Two people may move the platform in 2d4 rounds. Because of the condition of the pulleys and chains, the elevator screeches out a cacophony of grinding metal and rusted chains each time it is used. A DC 10 Disable Device check locks the elevator in place.

13. Slaughter Line (EL 2)

A split-rail fence forms a walkway chute for cattle descending from the ramp. A series of iron hooks attached to rails follows the ceiling over the walkway.

As cattle descend the exterior ramp, they traverse single file along this chute. As each animal enters, someone stuns it with a hammer. From there, workers hoist the animal by its hind legs from ceiling hooks.

Creatures: Torkan Anderhoff watches the ramp and the nearby staircase for intruders.

TORKAN ANDERHOFF CR 2
Male human rogue 2
CE Medium humanoid
Init +2; **Senses** Listen +3, Spot +5
Languages Common

AC 14, touch 12, flat-footed 12
hp 15 (2 HD)
Fort +3, **Ref** +5, **Will** +0; evasion

Spd 30 ft.
Melee cow hammer +4 (1d8+3/x3)
Base Atk +1; **Grp** +4
Atk Option sneak attack +1d6

Abilities Str 17, Dex 14, Con 16, Int 8, Wis 10, Cha 12
SQ trapfinding
Feats Combat Reflexes, Martial Weapon Proficiency (warhammer)
Skills Climb +7, Handle Animal +2, Hide +7, Intimidate +6, Jump +8, Knowledge (local) +3, Listen +3, Move Silently +7, Spot +5, Swim +4
Possessions cow hammer (treat as warhammer), leather armor, dagger, master key to the slaughterhouse, 18 gp, 10 sp

Development: If Torkan hears someone descend the nearby staircase, he takes up a position around the corner and prepares for an ambush. If the person descending fails to announce his identity, Torkan attacks. Otherwise, he stands near the entrance ramp.

14. Sanguination Room

The smell of blood overwhelms this chamber. The stone floor shows countless faded bloodstains from years of slaughter. Grooves cut into the floor funnel blood away to another room. Several sharp knives hang on a rack along the east wall.

Once an animal has been stunned and hung, a worker bleeds it in this room. As the blood spills to the floor, it flows into the drainage runnels. From there, it drains east into the green slime pits (area **17b**). After bleeding, workers push the exsanguinated animal into the carcass room.

15. Carcass Room

A large stack of animal hides stands in the north corner, while an even larger pile of animal bones occupies the east corner.

The animal carcasses sit here while workers strip off the hides, slice away slabs of meat, and tear bones from joints. From here, the hides go to a local tannery, while the bones head upstairs to the rendering vats.

16. Elevator (EL 1)

The winch and pulley elevator connects the basement to the first floor, as described above (area **12**).

Creatures: Two zombies provided by the cult stand guard here. They attack anyone other than the Sawfish Boys, Eldara, or individuals wearing the gray cultist robes. If the elevator platform sits on the basement level, the zombies stand on the platform. If the platform remains on the ground floor, the zombies stand just outside this room.

Human Zombies (2): hp 16; *Monster Manual* 265.

17a. Refuse Furnace

The Sawfish Boys use this furnace to incinerate anything they want burned immediately. They keep a steady fire going in the furnace throughout the day. By evening, the fire burns down to smoldering coals.

17b. Green Slime Pits (EL 2)

Two large pits occupy the room's center. Each contains a disgusting mixture of gangrenous sludge, animal blood, and other detritus. A gelatinous layer of greenish scum coats the surface of the liquid. A narrow trench connects each pit to a burning furnace. A charnel odor chokes the air and sears the lungs.

Each pit contains a mixture of blood, offal, bones, and other animal waste products. Each pit also holds a large quantity of green slime. The slime devours the waste at an amazing rate. A pit stands 10 feet deep, 10 feet wide, and 20 feet in length. The slime mixture fills the pit to a depth of 8 feet.

Every few days, the brothers drain off some of the green slime to prevent it from overgrowing the pits. A 5-foot-wide, 5-foot-deep trench connects each pit to a furnace. A sluice gate, fashioned of stone, plugs the hole between the trench and pit. When someone pulls the stone chain and opens the sluice gate, the green slime overflow oozes out of the pit, through the trench, and into the furnace. The furnace's flames destroy the slime, burning it off and sending billowing clouds of foul smoke out the chimney.

Creature: Parne Anderhoff hides here, waiting to ambush intruders.

Parne Anderhoff: hp 20; use the stats for Torkan Anderhoff on page 29.

Tactics: As intruders approach this room, Parne hides in the shadows near one of the furnaces. He attacks with a bull rush to shove a target into a slime pit.

Trap: Although the slime pits were intended for waste disposal, they also represent a deadly hazard to anyone falling into them. Anyone who falls into a green slime pit suffers 1d6 points of Constitution damage per round until they leave the pit and scrape or burn off the slime. Climbing out of one of the pits unassisted requires a DC 20 Climb check. See page 76 of the *DUNGEON*

Master's Guide for details regarding green slime.

Development: If Vander Anderhoff accompanies the party here, he attacks when Parne does.

18. Kitchen

The room contains filthy kitchen cookware, dirty plates, and piles of unwashed utensils. Sacks of flour and two full kegs of ale stand in the room's east corner.

The brothers and their employees prepare and eat meals here.

19. Hook Horror

The room resembles a meat locker, although without the hanging sides of beef. Dozens of wicked metal hooks dangle from the ceiling. Several of these hooks bear dried bloodstains.

At times, Crimson kept his latest victim hanging in this room until the Sawfish Boys properly disposed of the corpse. Had he wanted to hide the evidence of his crime, he could have dumped the body into one of the slime pits. Instead, he wanted the bodies discovered, to further spread terror through Saltmarsh.

20. Trophy Room (EL 2)

The room is a shrine dedicated to suffering. A dozen or more sets of tattered and bloody clothes sit in neat piles on a wooden shelf. A haunting display of amateur charcoal sketches, each depicting a different murder victim, decorates the walls.

The room features 19 charcoal sketches, each depicting a different victim of Crimson's rampage. Some, but not all, of these victims lived in Saltmarsh. The Sawfish Boys kept this room as a shrine dedicated to Crimson's terrible crimes. Vander prides himself on his skill in drawing these portraits.

21. Chapel of Graz'zt (EL 4)

Dozens of candles provide dim illumination in this room. A makeshift wooden altar, adorned with skulls and red candles, stands on a dais in the room's south corner. A symbol of a six-fingered ebon hand emblazons the front of the altar.

A DC 20 Knowledge (religion) check identifies the altar symbol as that of the demon lord Graz'zt. The cult has prepared the room in anticipation of Crimson's return. Assuming they successfully stole Crimson's body, the shroud-wrapped corpse lies on the floor before the altar.

Creatures: Eldara Lilybrook conducts ceremonies in Graz'zt's honor here. When the characters enter she attacks to defend the chapel and Crimson's body.

Eldara Lilybrook: hp 19, see page 21.

Tactics: Depending on how much warning Eldara had before the characters arrive, she takes the time to prepare. She uses her *wand of summon monster I* to summon Small fiendish monstrous spider allies. In addition, she quaffs her *potion of mage armor* and reads the scroll of *false life*. In battle, she focuses her attacks against enemy clerics and paladins first. If desperate, she tosses undead from her *robe of bones* at her foes.

Treasure: Several personal effects decorate the altar top. Many of these items belonged to Crimson's past victims, while others represent donations by cult members and the Sawfish Boys. The valuable items include a masterwork dagger, a silver necklace (150 gp), 2 pieces of jade (100 gp apiece), a gold bracelet (55 gp), a pearl pendant (200 gp), and 10 sticks of incense (10 gp apiece).

The cursed gem that transformed Malric the watchman into Crimson the mass murder also rests on this altar. This magnificent specimen resembles a thumbnail-sized ruby and radiates a powerful evil aura. The precise powers and risks associated with the gem have been left intentionally vague, so as to allow you to incorporate it into your campaign, but at the very least, a nonevil possessor should make a DC 15 Will save each day or suffer 1d4 points of Wisdom damage.

Development: The status of this room depends on events during the adventure's first half. If the PCs retrieved Crimson's body, the characters find Eldara here, but without Crimson's corpse. Her goal then becomes to kill the characters for their interference.

22. Holding Cell

Manacled to the wall in the corner is a cringing young man. He wears the tattered remnants of clothing, and his arms show dozens of nicks, cuts, and bruises as he closes his eyes and weeps in terror.

The door to this room is locked and requires a key (each of the Sawfish Boys carries one, as does Eldara) or a DC 15 Open Lock check to open. The same key unlocks the manacles.

The young man, **Klori** (NG male human expert 1), cowers in the corner. Once he realizes rescue is at hand, he calms down and tells the party his name. He recently joined the local carpenter's guild. Several days ago, a pair of town watchmen (Torkan and Parne in disguise) kidnapped him at a job site. He woke in this room and suffered several days of abuse and taunts. He has been promised a slow, agonizing death as a sacrifice on Graz'zt's altar. Klori has never heard of Graz'zt, but the name terrifies him nonetheless.

Manacles: Hardness 10; hp 10; Break DC 26; Open Lock DC 15.

Wall Chains: Hardness 10; hp 5; Break DC 26.

Development: Should the characters rescue Klori, the Carpenter's Guild rewards the party with 500 gp. If the characters provide information regarding Klori's whereabouts, the guild rewards them with 100 gp.

23. Crimson's Lair

A deep, numbing chill permeates this chamber. The room contains a crude bunk, a simple table, and a pair of chairs.

While he lived, Crimson slept here. Whereas the Sawfish Boys took grim pleasure in collecting grisly trophies from Crimson's victims, the killer felt few such compulsions. If anything,

his room appears too sterile to have belonged to a mass murderer. If Crimson returns as a mohrg, the creature again uses this chamber as its home.

Concluding the Adventure

If the characters successfully destroy Crimson's body before he rises as a mohrg, they save Saltmarsh from renewed murders. In a public ceremony, the characters are hailed as local heroes and receive the thanks of the lord mayor, the town council, and the church of Pelor. In addition, each character receives 300 gp and a *potion of cure moderate wounds* as tokens of the town's appreciation. If the characters interacted well with the townsfolk, they receive numerous job offers from impressed citizens. In addition, Saltmarsh might appoint the characters as honorary town watchmen with limited authority.

If she survived the adventure, Eldara Lilybrook plots revenge against the meddling adventurers. The cult waits for the proper time to strike back, taking great care to plan the party's downfall.

If the characters fail to stop the cultists, Crimson rises from the dead as a mohrg, a creature far beyond the party's ability to fight. Crimson resumes his murderous rampage with savage lust. Faith in and respect for the local government and the church of Pelor wane. The new "god of luck," Jodai, gains influence and worshippers at an alarming pace. The town sinks deeper into the shadows as more and more townsfolk unwittingly descend into evil.

The Graz'zt cult, emboldened by its success, plots an ambitious agenda including the murder several Pelorian clerics and creating a new mass murderer through the power of the accursed Tharizdun gem.

Mark has fond memories of playing in the original Saltmarsh adventure U1: "The Sinister Secret of Saltmarsh." He feels privileged to add to the lore surrounding this classic D&D setting.

Scaling the Adventure

"Funeral Procession" is designed for a group of four 1st-level characters. If necessary, you may adjust the adventure for a higher-level group of characters as described below.

2nd-3rd-level parties: Eldara becomes a 5th-level necromancer. Add an additional 1st-level adept cultist to the graveyard encounter. Vander and Kinto become 3rd-level rogues. Increase Tusk's hit points to average for an ogre. Add two more zombies to basement elevator guard duty.

4th-5th-level parties: The thugs stealing the hearse become 3rd-level warriors. Eldara becomes a 7th-level necromancer. Add two additional 1st-level adept cultists to the graveyard encounter. Increase the Sawfish Boys to 4th-level rogues. Tusk gains a level of barbarian and an additional ogre assistant in the vat room. Add two 2nd-level adept cultists to the Slime Pit room. Give the PCs only until sunset the night of the theft (4 hours) to destroy Crimson's corpse before it becomes a mohrg.

Chains of Blackmaw

BY NICOLAS LOGUE
BY CHRIS STEVENS AND OMAR DOGAN
BY ROBERT LAZZARETTI

ANY SETTING | MID-LEVEL (6TH–12TH) | URBAN

"You can judge a civilization by the behavior of its prisoners."
–Tolstoy

Framed by the Covenant of the Knife and thrown in the notorious Blackmaw Prison, Karl Manderholm awaits execution at the hands of the deadly assassins' guild. In order to save him, the PCs must enter Blackmaw in the guise of lowly prisoners and expose the one man who can clear Karl's name, the Shadowmaster of the Covenant himself.

"Chains of Blackmaw" is an adventure for four PCs of 10th level, set in a penitentiary mining complex. It's easily adaptable to any campaign setting. This adventure denies PCs the use of their trusted weapons and gear by forcing them into incarceration in order to complete a mission of grave importance. Monks, spellcasters who can Eschew Materials and don't depend on spellbooks, and resourceful characters of any class are especially useful in this adventure.

Adventure Background

According to legend, the Covenant of the Knife was founded by three thieving back-alley killers of extraordinary skill that met one night in a dry riverbed outside of the town of Dramis. Decades later, the Covenant has blossomed into a powerful criminal organization that masterminds the activities of theives' guilds throughout the land. Most thugs and bandit gangs under the Covenant's dark influence are unaware of who they really serve. The Knife manipulates the politics of towns, trading companies, and armies from behind the scenes. Extortion, blackmail, and assassination are the Covenant's weapons. Over the past thirty years, the

organization became one of the most deadly forces in the land—and yet few even realize it exists. A shadow within a shadow, the Covenant is a myth to some, a rumor to others, but a deadly reality to any who uncover its secrets.

To date, none have succeeded in exposing the dreaded Shadowmaster of the organization. Time and time again, the suspected head of the Covenant has been slain, but like a hydra, a new head springs up in an instant whenever one is cut off, and the Covenant continues to grow in power.

The Shadowmaster hides himself where no lawbringers think to look—exactly where they seek to place him. The real power behind the Knife is locked tightly away inside the bleak penitentiary mine of Blackmaw. Named for the cavernous mine shafts that claim the lives of dozens of inmates each year, Blackmaw is guarded by an order of monks called the Sentinels. The Shadowmaster and his trusted associates have the real run of the prison, using it as a secret headquarters from which they mastermind their treacherous plots and rule a criminal empire.

The current Shadowmaster of the Covenant, Jarrett "Old Man" Muros, handles business on the outside through his younger brother Tamm. On Jarrett's orders, Tamm recently approached a successful merchant and tailor named Gregor Manderholm. Manderholm Textiles is fast becoming one of the largest clothing suppliers in the region, and the Covenant wants to use the business as a front for a smuggling operation, concealing small but valuable (and highly illegal) contraband in hidden pockets sewn into clothing.

Gregor Manderholm proved too scrupulous to agree to their proposal, and the Covenant explored their standard methods of persuasion to weaken the old merchant's resolve. After sabotage failed to convince the man to enter into their agreement, the Covenant pursued more drastic measures. Last month they framed Manderholm's eldest son, a decent, upstanding young man, for the murder of a rival in his courtship of a young maiden in Dramis. The Covenant ensured that Manderholm's son, Karl, received a less-than-fair trial by strong-arming local magistrates and conjuring up "witnesses" to the crime. The youth was sentenced to life incarceration inside Blackmaw.

Adventure Synopsis

The PCs arrive in Dramis and seek out Gregor Manderholm. The party shows up at his offices where Gregor, afraid for his son's life, offers to pay the PCs handsomely if they will infiltrate Blackmaw as prisoners to protect Karl and deal with the Covenant.

After becoming incarcerated in Blackmaw, the PCs face a den of villainous scum, corrupt guards, and the elusive Shadowmaster of the Covenant. In order to protect Karl, the PCs must foil assassination attempts on the young man's life.

Too make matters worse, the former warden of Blackmaw, a powerful monk named Vaden Kiang (now a crazed lycanthrope and an inmate himself) is planning his escape. Vaden has enlisted the aid of the prison's single most dangerous charge, a blackguard in the service of Erythnul named Sedakas Crane, to arrange a breakout.

The PCs must protect Karl while attempting to ascertain the mysterious identity of the Shadowmaster of the Covenant. Finally, they must survive the bedlam of a prison break and prevent the release of some of the most dangerous villains in the land.

Adventure Hooks

Any of the hooks listed below may be used to involve the PCs in the plot of "Chains of Blackmaw:"

- The PCs are hired by a lawful organization to seek out and eliminate the insidious Covenant of the Knife. The organization received a secret missive from Gregor Manderholm concerning his recent troubles and his suspicions concerning the Shadowmaster's concealment inside Blackmaw.
- A friend or relative of one of the party members (or a PC) has been framed for a terrible crime by the Covenant and the PCs are trying to clear his name. In their investigation they learn that Gregor's son shares a similar fate and head to Dramis to pool their resources with the merchant.
- The PCs have attracted the Covenant's attention by interfering with their business interests on one of their last adventures. Now the party is hunted by assassins and other agents of the Knife. In order to put a stop to the attacks, the PCs have only one choice: take the fight to the Covenant. The party's investigations yield info on Gregor's troubles and they come to Dramis to learn what the merchant knows about the Covenant.

Chapter One: Guilty Until Proven Innocent

The PCs' adventure begins in Dramis, a small mining town in an arid climate set among sloping hills that hide valuable iron ore. Dramis has grown in recent years from a humble mining community to a bustling township filled with commercial opportunities and its fair share of dangerous rogues (most of which answer to Tamm Muros and the Covenant of the Knife). Whatever adventure hooks brought the party here, they find themselves seeking out Manderholm's Textiles and the merchant Gregor.

Dramis (small town): Conventional; AL LE; 1,000 gp limit; Assets (42,000 gp); Population 1,872; Isolated (human 90%, dwarves 6%, gnomes 2%, other 2%).

Authority Figures: **Magistrate Lucius DeVries**, LE male human aristocrat 6/rogue 4.

Important Characters: **Tamm Muros,** NE male human rogue 8 (Head of the Local Business Council), **Gregor Manderholm**, LG male human expert 6 (aspiring textiles merchant).

Notes: Arcane magic is frowned upon inside the town walls, and any obvious spellcasters receive mistrustful glances by the folk they pass on the street. In addition, some shops and inns may refuse to offer their services to conspicuous wizards and sorcerers.

Manderholm's Textiles

Located in Dramis's Silver District, Manderholm's Textiles is a large two-story building on the west side of a cobblestone road. The exterior is freshly painted a bold red hue, with bright white lettering spelling "Man-

derholm Textiles." A wooden sign marked "closed" hangs from the large oaken double doors leading into the building.

As the party approaches the building, they pick up the smell of dye and the various alchemical agents used in treating cloth. By this point, Gregor is willing to try just about anything to free his son. The Covenant has been harassing him non-stop ever since the arrest three days ago, and gave him several ugly bruises the night before. Manderholm is happy to relate his sad tale to the PCs, beseeching them to aid his son before the Covenant eliminates him. He tells the PCs about the Covenant's plan to use his business as a smuggling front, the framing and imprisonment of his son Karl, and the presence of numerous high ranking Covenant members inside Blackmaw. He swears that no matter what they do to him or his family, he will never consent to working for such evil men.

Once Gregor reveals his situation to the PCs he offers a reward of 10,000 gp, nearly all the profits his garment business has made over the past ten years, if the PCs can prevent Karl's death. The merchant is a canny bargainer and will agree to pay them 15,000 gp only if the PCs succeed in a DC 25 Diplomacy check and eliminate the Covenant of the Knife once and for all. If the PCs agree to take the job, they must get themselves incarcerated inside Blackmaw in order to carry out their mission. Gregor tells them that they must either help Karl escape from the prison or expose the thugs behind the Covenant of the Knife, obtaining proof that they were responsible for Karl's unjust imprisonment.

This presents the opportunity for an entertaining side trek. If the PCs have a bone to pick with an untouchable enemy who has the law on their side, this is the perfect chance for a little payback. The PCs may decide to play Robin Hood and commit a series of robberies of wealthy nobles, clergy, or the like and then redistribute their ill-begotten treasure (or hide it away for when their term at Blackmaw is up). Let the PCs' imaginations run wild with just how they would like to end up on the wrong side of the law.

If you wish to advance the adventure as expeditiously as possible, Gregor offers to tell the local constabulary that the PCs were behind the recent ransacking of his textiles mill. This offense is enough to earn the party a year-long stint in the Maw.

After being sentenced, all of the PCs' obvious weapons, gear, and armor are taken from them (Gregor offers to keep them safe during the PCs' stay in the prison). Sneaking items into the Maw is no mean feat, as each criminal is subjected to a thorough search before being picked up in Dramis and transported to the Maw by Sentinel guards in caged wagons.

People of Blackmaw

The Maw is home to 82 inmates, counting among its population some of the vilest souls not yet confined in Hell. Here is a description of the prisoners, guards, and organizations that the PCs will have to deal with inside Blackmaw prison.

The Sentinels

Founded fifty years ago, the Sentinels began as an order of monks devoted to the apprehension and rehabilitation of criminal offenders. Twenty years after the order was created, the Blackmaw prison mine was constructed with tax monies from the Dramis region and the order was invited by the authorities to take up permanent residence in the Maw as wardens of the inmates held there.

The monks reside in spartan quarters little better than those of the inmates, and eat in the same mess hall as the criminals they guard. The Sentinels see it as their calling to rehabilitate the dangerous offenders sent to the Maw with hard work and enforced periods of meditation and contemplation. Their efforts are occasionally successful, and several members of the Sentinels are reformed convicts.

Until three months ago the order's abbot was a disciplined fighting monk named Vaden Kiang. Vaden was one of the founding members when the order was established over thirty years ago, and is personally responsible for the rehabilitation of dozens of convicts. Three months ago a new arrival to the Maw, a human convicted of slaying an entire family in a remote mining community, proved particularly unruly. On the night of the full moon the convict transformed into a wereboar and wreaked havoc on the population. Vaden slew the lycanthrope, but not before receiving several wounds.

A month later, when the full moon rose, Vaden Kiang flew into a bestial rage and transformed. It took the entire garrison of Sentinels and the efforts of Kiang's senior student, Rao Chang, to subdue the abbot. Vaden has since been placed in solitary confinement on level three of the prison.

Rao Chang is acting abbot until the order is able to cure Vaden of his curse. Chang is a hardy half-orc, whose panther-like movements and lithe frame indicate he is a force to be reckoned with. His dark, piercing eyes scrutinize anyone he speaks to as if searching their soul for misdeeds or malicious intentions. Rao was forced into the role of abbot by circumstance, and though he exudes a veneer of cool confidence he is wholly unsure of himself. On edge since Vaden's hideous transformation, Rao tends to err on the side of severity in dealing with any new problems that arise and trusts too much in his lieutenant, Duncan DeVries.

At present, Rao Chang has 20 Sentinels under his command.

Rao Chang **CR 10**
Male half-orc monk 10
LN Medium humanoid
Init +6; **Senses** darkvision 60 ft.; Listen +13, Spot +13
Languages Common, Orc

AC 21, touch 18, flat-footed 13
hp 79 (10 HD)
Fort +11, **Ref** +9, **Will** +10 (+12 vs. enchantment); improved evasion

Spd 60 ft.
Melee unarmed strike +14/+14/+9 (2d6+6)
Ranged shuriken +9/+9/+4 (1d2+4)
Base Atk +7; **Grp** +11
Atk Options flurry of blows, ki strike (lawful and magic), Stunning Fist 10/day (DC 18)
Special Atks wholeness of body 20/day

Abilities Str 18, Dex 14, Con 15, Int 10, Wis 16, Cha 11
SQ purity of body, slow fall 50 ft.

Feats Deflect Arrows, Great Fortitude, Improved Initiative, Improved Trip, Power Attack, Stunning Fist, Weapon Focus (unarmed strike)
Skills Balance +6, Climb +10, Diplomacy +2, Jump +10, Knowledge (religion) +2, Listen +13, Profession (warden) +5, Sense Motive +9, Spot +13, Tumble +8
Possessions *bracers of armor +3, amulet of mighty fists +2, monk's belt*, simple red robes and black sash, sandals.

SENTINELS (20) **CR 5**
Male and female human monk 5
LN Medium humanoid
Init +2; **Senses** Listen +9, Spot +9
Languages Common
AC 16, touch 16, flat-footed 14; Dodge
hp 26 (5 HD)
Fort +4, **Ref** +6 **Will** +7 (+9 vs. enchantment); evasion
Spd 40 ft.
Melee unarmed strike +5 (1d8+1) or unarmed strike +4/+4 (1d8+1)
Ranged shuriken +5 (1d2+1)
Base Atk +3; **Grp** +4
Atk Options flurry of blows, ki strike (magic), Stunning Fist 5/day (DC 15)
Combat Gear *potion of barkskin, potion of cure moderate wounds*
Abilities Str 12, Dex 15, Con 10, Int 10, Wis 16, Cha 10
SQ purity of body, slow fall 20 ft.
Feats Combat Reflexes, Dodge, Stunning Fist, Weapon Finesse, Weapon Focus (Unarmed)
Skills Balance +9, Climb +4, Escape Artist +8, Jump +6, Knowledge (religion) +2, Listen +9, Sense Motive +7, Spot +9, Tumble +7
Possessions combat gear, 10 shuriken, simple red robes and black sash, sandals.

The Crooked Sentinel

Duncan DeVries became an inmate of Blackmaw three years ago after he was convicted of assaulting a wealthy young couple in Dramis. Duncan's father is a powerful magistrate in town (the same magistrate responsible for Karl's sentence), and he pulled strings to ensure his son would be elevated from inmate to a member of the Order of Sentinels as quickly as possible. Duncan has grown to enjoy his power over the other inmates, cultivating a profitable relationship with the Covenant of the Knife. DeVries accepts bribes regularly and ignores Covenant activity. Since Vaden's imprisonment, Duncan has enjoyed unprecedented freedom in his mistreatment of the inmates and shady dealings with the Covenant.

An ugly man with a crooked nose and low sloping brow, Duncan lumbers more than walks and is quick to strike any inmate that gets in his way. He wears his spiked chain across his chest to intimidate any convicts who get ideas about eliminating this detestable sentinel.

DUNCAN DEVRIES **CR 8**
Male human fighter 8
LN Medium humanoid
Init +2; **Senses** Listen +0, Spot +0
Languages Common
AC 15, touch 15, flat-footed 13; Dodge, Mobility
hp 79 (10 HD)
Fort +7, **Ref** +4, **Will** +2
Spd 30 ft.
Melee *+2 shocking spiked chain* +13/+8 (2d4+7 plus 1d6 electricity)
Base Atk +8; **Grp** +10
Atk Options Combat Expertise, Spring Attack, Whirlwind Attack
Combat Gear *potion of barkskin, potion of haste*
Abilities Str 15, Dex 14, Con 12, Int 15, Wis 10, Cha 14
Feats Combat Expertise, Combat Reflexes, Dodge, Exotic Weapon Proficiency (spiked chain), Mobility, Spring Attack, Weapon Focus (spiked chain), Weapon Specialization (spiked chain), Whirlwind Attack
Skills Bluff +8, Climb +13, Intimidate +15, Jump +22
Possessions *+2 shocking spiked chain, +3 ring of protection, ring of improved jump*, simple black robes and red sash, leather boots

The Shadowmaster

Jarrett "Old Man" Muros is the true power behind the Covenant of the Knife. The only surviving founder of the Covenant, he killed off the other two rogues who helped him create the guild. As far as the world at large is concerned, Jarrett died in an attack by agents of a rival guild five years ago. In order to hide from further attempts on his life Jarrett disguised himself as an elderly carpenter named Corrin Treadwell. As Corrin, he killed a wealthy man in Dramis and allowed himself to be captured and sentenced to life imprisonment in Blackmaw. From the safety of the Maw, he has pulled the strings of his operatives in the Covenant for five years, slaying his enemies and confounding the authorities. The only current member of the Covenant who knows Jarrett Muros lives is Midnight, his decoy Shadowmaster.

Muros plays the part of an elderly infirm carpenter well. Nearing his sixtieth winter, Jarrett has cultivated a hunched posture and a limp. He wears simple leather breeches and a ratty torn up tunic about his twisted frame. His keen eyes seem weak and blurry, and he often pretends not to notice sounds that his hearing picks up. His façade of weakness and age is difficult to see through and any character who suspects he is more than an aged carpenter must make a Spot check opposed by Jarrett's Disguise check to confirm their suspicions by noticing slight details in Corrin's movements that betray his deadly skills.

JARRETT "OLD MAN" MUROS **CR 13**
Male human rogue 10/assassin 3
NE Medium humanoid
Init +8; **Senses** Listen +16, Spot +11
Languages Common, Dwarven, Elven, Giant, Orc
AC 23, touch 18, flat-footed 19; improved uncanny dodge
hp 61 (13 HD)
Fort +5 (+6 vs. poison), **Ref** +14, **Will** +9; evasion
Spd 30 ft.
Melee *assassin's dagger* +15/+10 (1d4+2/19–20)
Ranged mwk dagger +14/+9 (1d4/19–20)
Base Atk +9; **Grp** +9
Atk Options Combat Expertise, Improved Feint, Quick Draw, death attack (DC 19), sneak attack +7d6
Combat Gear dark reaver powder (DC 18), deathblade (DC 20) (2), *potion of invisibility*
Assassin Spells Known (CL 3)
2nd (1/day)—*invisibility, undetectable alignment*
1st (4/day)—*feather fall, ghost sound* (DC 16), *true strike*
Abilities Str 10, Dex 18, Con 12, Int 20, Wis 16, Cha 18
SQ skill mastery, trapfinding, trap sense +3
Feats Combat Expertise, Improved Feint, Improved Initiative, Iron Will, Quick Draw, Weapon Finesse

Skills Balance +15, Bluff +20, Climb +9*, Diplomacy +14, Disable Device +14*, Disguise +22*, Escape Artist +20*, Gather Information +19, Hide +14*, Jump +12, Listen +16, Move Silently +14*, Open Lock +21*, Profession (carpenter) +7, Search +11, Sense Motive +13, Sleight of Hand +16*, Spot +11, Tumble +16

*skills to which Jarret has applied his skill mastery special quality

Possessions *+2 greater shadow studded leather armor, assassin's dagger, ring of protection* +4, 6 masterwork daggers, masterwork thieves' tools, leather breeches, tunic

Jarrett Muros

The Decoy

Members of the Covenant of the Knife believe the Shadowmaster to be a raven-haired beauty known as Midnight. An orphan, Midnight was taken off the streets by Jarrett Muros, who saw her potential even at the age of six. He trained her in the arts of theft, deception, murder, and survival. Jarrett is the only family Midnight has ever known and she is more devoted to her adopted father than most children are to their true parents. When Midnight reached maturity Jarrett arranged for her to study the art of the knife with dozens of the best teachers and back-alley knife fighters the world over. Midnight proved an apt pupil and grew into a lethal killer.

She returned to Dramis a few weeks after Jarrett's "death" to assume control of the Covenant, and was contacted in secret by her adopted father. Since then she has ruled the Covenant as his agent.

Midnight is beautiful woman who inspires lust and fear among her followers in the Covenant. She has jet black eyes to match her hair, a shapely figure that sways alluringly as she moves, and a wicked half-smile she reserves for those about to meet their death on her blade. Although she normally keeps her weapon concealed, she has been known to wear it openly at times to flaunt her power in the prison.

Midnight **CR 12**

Female human rogue 4/fighter 3/invisible blade 5

Complete Warrior 44

NE Medium humanoid

Init +5; **Senses** Listen +8, Spot +13

Languages Common, Dwarven, Elven, Orc

AC 19, touch 19, flat-footed 10; uncanny dodge

hp 58 (12 HD)

Fort +5, **Ref** +14, **Will** +4; evasion

Spd 30 ft.

Melee *+2 shocking kukri* +19/+14 (1d4+4/15–20 plus 1d6 electricity)

Base Atk +11; **Grp** +13

Atk Options Combat Expertise, Quick Draw, dagger sneak attack +4d6, feint mastery, uncanny feint

Abilities Str 14, Dex 20, Con 11, Int 18, Wis 12, Cha 16

SQ trapfinding, trap sense +1, unfettered defense

Feats Combat Expertise, Far Shot, Improved Critical (Kukri), Point Blank Shot, Quick Draw, Weapon Finesse, Weapon Focus (kukri)

Skills Balance +14, Bluff +15, Climb +14, Craft (metalworking) +19, Escape Artist +17, Hide +13, Intimidate +13, Jump +14, Listen +8, Move Silently +16, Sense Motive +13, Spot +13, Tumble +19

Possessions *+2 shocking kukri*, masterwork kukri, leather boots, prison tunic, leggings

Bleeding Wound (Ex) Sacrificing 1d6 worth of sneak attack damage on a successful sneak attack allows Midnight to give her opponent a bleeding wound, causing him to take 1 point of damage per round. Multiple wounds result in cumulative blood loss. The bleeding may be stopped by a DC 15 Heal check or the application of any cure spell or other healing spell. Creatures immune to sneak attack damage are immune to this ability as well.

Dagger Sneak Attack (Ex) This damage only applies to sneak attacks made with a dagger, punch dagger, or kukri, and stacks with normal sneak attack damage.

Feint Mastery (Ex) Midnight may take 10 on all Bluff checks made to feint in combat.

Uncanny Feint (Ex) Midnight may feint in combat as a free action, but only when attacking with a dagger, punch dagger, or kukri.

Unfettered Defense (Ex) Midnight receives 1 point of her Intelligence bonus toward her AC per Invisible Blade level as long as she is wearing no armor and is armed with a dagger, punch dagger, or kukri. If she is denied her Dexterity bonus to AC, she loses this bonus as well.

The Little Giant

Golos Granitebourne committed horrible offenses against the elders of his clan and was cast out by his stone giant kin. Since then he has perpetrated horrific crimes against humans and dwarves in the Dramis region. The first few deaths Golos caused were accidental, as he did not understand his strength's effect on humanoids. The scores of deaths that followed were completely

intentional, as Golos grew to revel in his physical superiority. After a failed raid on Dramis, the stone giant was captured alive. A powerful wizard who was passing through the region cursed the giant to be reduced to the size of those he tormented as per a permanent *reduce person* effect (CL 12th). Though he stands only a smidge over six feet, his massive grey-skinned frame is still prodigiously strong.

After being confined to Blackmaw, Granitbourne became the muscle of the Covenant and has served Midnight well. No other inmate in Blackmaw can hope to match the giant's physical might, and all fear his wrath.

Golos Granitebourne CR 11
Male stone giant fighter 3
NE Medium giant
Init +7; Senses Listen +0, Spot +0
Languages Common, Giant

AC 24, touch 13, flat-footed 21
hp 168 (17 HD)
Fort +17, **Ref** +10, **Will** +8

Spd 40 ft.
Melee* slam +18 (1d3+13)
Ranged rock +16 (1d10+8)
Base Atk +13; **Grp** +21
Atk Options Combat Reflexes, Improved Bull Rush, Power Attack, Precise Shot
*Includes adjustments for a 5-point Power Attack

Abilities Str 26, Dex 16, Con 20, Int 10, Wis 12, Cha 10
Feats Combat Reflexes, Improved Bull Rush, Improved Initiative Iron Will, Lightning Reflexes, Point Blank Shot, Power Attack, Precise Shot, Weapon Focus (slam)
Skills Climb +17, Hide +20 (+28 in rocky terrain), Jump +12, Listen +8, Spot +7
Possessions leather breeches

The Wereboar Warden

Vaden Kiang was apprenticed to the Sentinels in infancy. His family lived in utter poverty and was already burdened with eight children when Vaden was born, so his parents left him at the gates of a Sentinel monastery. He grew into an enlightened senior disciple of the Sentinels and took up the mantle of warden and abbot of Blackmaw ten years ago.

After his run-in with a wereboar criminal a few months ago, the former abbot now finds himself an inmate of his own prison. He has spent two months in solitary confinement in the bowels of the Maw since his first full-moon transformation. His mind and spirit have been afflicted with the lycanthropic curse and plunged into inner turmoil, and he alternates between hours of meditation and pacing his steel cell like a caged animal. Every shred of his essence is bent on two thoughts: freedom and vengeance.

Vaden Kiang CR 14
Male wereboar human monk 11
Monster Manual 170
N Medium humanoid (human, shapechanger)
Init +7; **Senses** low-light vision, scent; Listen +16, Spot +16
Languages Common

AC 22, touch 20, flat-footed 19; Dodge
hp 94 (14 HD)
Immune poison
Fort +11, **Ref** +13, **Will** +15 (+17 vs. enchantment); improved evasion

Spd 60 ft.
Melee unarmed strike +12/+12/+12/+7 (1d10+2)
Base Atk +10; **Grp** +12
Atk Options Improved Trip, Stunning Fist 11/day (DC 20), Snatch Arrows, flurry of blows, ki strike (lawful and magic)
Special Atks wholeness of body 22/day

Abilities Str 14, Dex 16, Con 13, Int 10, Wis 20, Cha 10
SQ alternate form, purity of body, slow fall 50 ft.
Feats Agile, Alertness, Deflect Arrows, Dodge, Improved Initiative, Improved Trip, Iron Will, Skill Focus (Escape Artist), Snatch Arrows, Stunning Fist
Skills Balance +12, Climb +6, Control Shape +9, Escape Artist +22, Jump +2, Listen +16, Profession (warden) +15, Sense Motive +14, Spot +16, Tumble +9
Possessions tattered red robes and black sash, sandals, masterwork manacles

Alternate Form (Su) Vaden's statistics in hybrid form are the same as above except as follows:
AC 28, touch 25, flat-footed 20
hp 136 (14 HD) **DR** 5/silver
Fort +14
Melee unarmed strike +14/+14/+14/+9 (1d10+4) and gore +9 (1d8+2)
Abilities Str 18, Con 19
Skills Climb +8, Jump +6
Alternate Form (Su) In animal form, Vaden has the same statistics as when he is in hybrid form, except that he also gains the boar's ferocity special attack.

The Clandestine Cleric

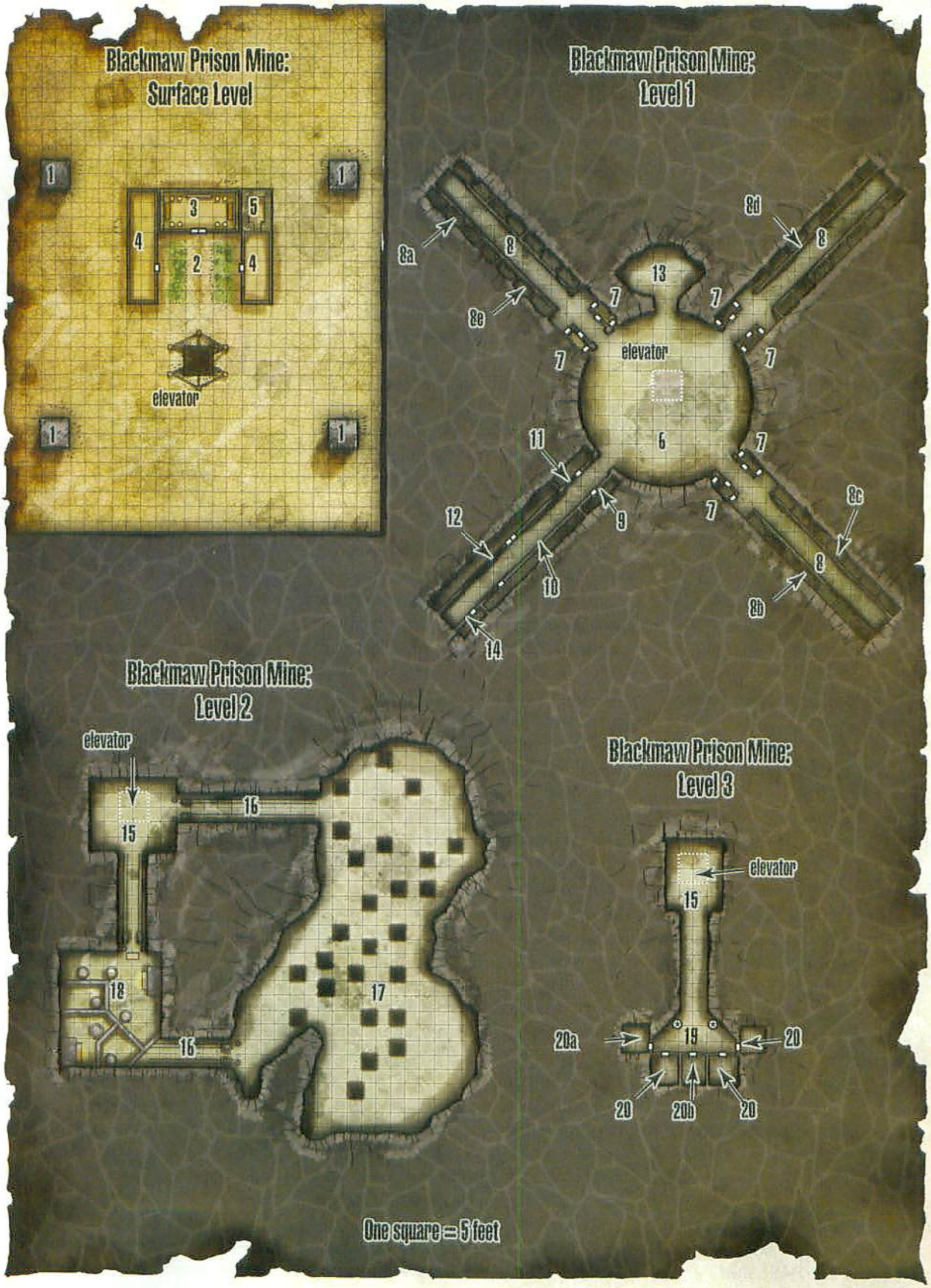
Talorn Urgos has long been a devoted follower of Erythnul, reveling in slaughter and paying homage to his deity with the blood of his enemies. After years of proving his faith, he has finally been given a task worthy of his talents. In a vision from his dark god, he learned that he would free one of Erythnul's favored servants to once again bathe the land in blood and fire. Sedakas Crane, blackguard of the slaughter god, has long been imprisoned in the Maw, and Talorn plans to unleash this madman on the world.

In order to free Crane, Talorn allowed himself to be imprisoned in the Maw. The half-orc arrived in Dramis three weeks ago in the guise of a traveling mercenary. He slew a helpless man in a tavern in Dramis in plain view of the patrons and felled several constables when they came to collect him. In this battle, he made no use whatsoever of his divine abilities, giving no hint that he is anything more than a warrior. After being sentenced to thirty years, he was placed in the general population instead of in solitary confinement (where inmates with potent magical powers are held). Talorn now plans a prison break in order to free Sedakas Crane and win greater favor with Erythnul.

Talorn Urgos CR 11
Male half-orc cleric 11 (Erythnul)
CE Medium humanoid
Init +0; **Senses** darkvision 60 ft.; Listen +4, Spot +4
Languages Abyssal, Common, Infernal, Orc

AC 10, touch 10, flat-footed 10
hp 64 (11 HD)
Fort +8, **Ref** +3, **Will** +11

Spd 30 ft.
Melee mwk morningstar +13/+8 (1d8+3)


Blackmaw Prison Mine:
Surface Level
1
1
3
5
4
2
4
elevator
1
1
Blackmaw Prison Mine:
Level 1
8a
8
8d
8
13
8e
7
7
elevator
7
7
11
6
7
12
9
7
8c
10
8
8b
14
Blackmaw Prison Mine:
Level 2
elevator
16
15
18
17
16
Blackmaw Prison Mine:
Level 3
elevator
15
20a
19
20
20
20b
20
One square = 5 feet

Base Atk +8; **Grp** +11
Atk Options Improved Grapple, Improved Unarmed Strike, Power Attack
Special Atks rebuke undead 3/day (+2, 2d6+11)
Cleric Spells Prepared (CL 11 [CL 12 for chaos spells], +11 melee touch, +8 ranged touch)
6th—*harm* (DC 20), *mislead*[D] (DC 20)
5th—*break enchantment, dispel law*[D] (DC 19), *righteous might*
4th—*air walk, chaos hammer*[D] (DC 18), *freedom of movement, poison* (DC 18), *sending*
3rd—*cure serious wounds, dispel magic, magic circle against law*[D], *meld into stone, protection from energy, remove curse*
2nd—*bear's endurance, cure moderate wounds, darkness, invisibility, shatter*[D], *silence* (DC 16)
1st—*command* (DC 15), *comprehend languages, detect good, detect law, disguise self*[D], *obscuring mist, shield of faith*
0—*create water, cure minor wounds, detect magic* (2), *light, mending*
D domain spell; **Domains** Chaos, Trickery
Abilities Str 16, Dex 10, Con 12, Int 14, Wis 18, Cha 10
SQ spontaneous casting (inflict spells)
Feats Improved Grapple, Improved Unarmed Strike, Power Attack, Weapon Focus (morningstar)
Skills Bluff +14, Concentration +11, Disguise +16, Hide +10, Knowledge (religion) +7, Spellcraft +5
Possessions masterwork morningstar, prison tunic, leather breeches

The Fallen Paladin

Once a devout paladin of Pelor, Sir Sedakas Crane championed the weak and destroyed the wicked, earning a reputation as the kingdom's greatest hero, a bright light in the darkness. Now he is the single most feared man in the realm, a killer, and a blasphemous stain on Pelor's brilliant visage.

Many years ago, an evil cleric who had long opposed Pelor repented and gave up his sinister ways. Crane refused to believe the dark priest's sudden turnaround, and slew the cleric in cold blood. Cast out of the church and stripped of his divine powers, Sedakas became a man filled with seething rage. It did not take long for the former paladin to find a new patron. Crane now devotes himself to Erythnul with the same fervor he once dedicated to the Radiant One. Crane has spent the last six years of his life in solitary confinement in Blackmaw. He escaped several times before, earning himself three *marks of justice*, which authorities hope will prevent him from breaking loose again. He has been in contact with Talorn Urgos for the past month via his fiendish bat Shadowfang. Crane awaits the cleric with great anticipation, giddy over the prospect of once more soaking the realm in blood.

Crane is a handsome blond man with deep blue eyes that glimmer with insanity. He speaks pure blasphemy, cursing his former god, and faces enemies with an unnerving polite coldness. If not for his words, his victims might think he was addressing them with courtesy.

Sedakas bears three *marks of justice* on his body to ensure he does not escape again to bring slaughter and death to the innocent. The first is a black spiderweb across the left side of his face. This *mark of justice* activates if Crane attempts to call upon his dark powers (cast a spell, command undead, or smite good). If he does so he suffers a –4 penalty on all attacks, saves, and skill checks thereafter. The second *mark of justice* takes the form of a cross on the back of both of Sedakas's hands. This mark activates if Crane touches a weapon, at which point he immediately suffers a –6 penalty to his Strength until the *mark of justice* is removed. The final *mark of justice* is a cage with a coal-black heart depicted inside. This mark appears on Sedakas's right breast and activates if he harms another living creature, after which the blackguard suffers a –6 penalty to his Constitution.

Erythnul has supplied Crane with a fiendish bat named Shadowfang. The devoted servant acts as the blackguard's eyes and ears inside Blackmaw and has thus far escaped detection by the sentinels. Shadowfang spies on any newcomers and carries messages between Talorn and Sedakas in order to plan the blackguard's escape.

Karl Manderholm

SEDAKAS CRANE **CR 15**
Male human fallen paladin 5/blackguard 10
CE Medium humanoid
Init +1; **Senses** Listen +2, Spot +2
Languages Common, Elven
AC 11, touch 11, flat-footed 10
hp 117 (15 HD)
Fort +17, **Ref** +9, **Will** +12
Spd 30 ft.
Melee unarmed strike +19 (1d3+4) or +2 *wounding greatsword* +22/+17/+12 (2d6+8/17–20 plus wounding)
Base Atk +15; **Grp** +18
Atk Options Cleave, Power Attack, Improved Sunder, smite good 5/day (+4 attack, +15 damage), sneak attack +4d6
Special Atks rebuke undead (+4, 2d6+12, 8th)
Blackguard Spells Prepared (CL 10)
4th—*freedom of movement*
3rd—*cure serious wounds, protection from energy*
2nd—*bull's strength, shatter* (DC 14)
1st—*cause fear* (DC 13), *cure light wounds, magic weapon*
Spell-Like Abilities (CL 10th)

At will—*detect good*

Abilities Str 18, Dex 12, Con 14, Int 12, Wis 14, Cha 19
SQ aura of evil, fiendish servant
Feats Cleave, Eschew Materials, Improved Critical (greatsword), Improved Sunder, Improved Unarmed Strike, Iron Will, Power Attack, Weapon Focus (greatsword)
Skills Concentration +12, Diplomacy +10, Hide +9, Intimidate +22, Knowledge (religion) +3, Ride +6
Possessions leather breeches, tunic, adamantine shackles and manacles

SHADOWFANG **CR —**
Male fiendish bat
Monster Manual 107, 268
CE Diminutive magical beast (extraplanar)
Init +2; **Senses** blindsense 20 ft.; Listen +10, Spot +10
AC 19, touch 16, flat-footed 17
hp 18 (4 HD) **DR** 5/magic
Resists cold 5, fire 5 **SR** 9
Fort +11, **Ref** +6, **Will** +6; improved evasion
Spd 5 ft., fly 40 ft. (good)
Space 1 ft.; **Reach** 0 ft.
Base Atk +4; **Grp** –12
Atk Options smite good 1/day (+4 damage)
Abilities Str 3, Dex 15, Con 10, Int 7, Wis 14, Cha 4
SQ empathic link, share spells, speak with master
Feats Alertness, Stealthy
Skills Hide +18, Listen +10, Move Silently +6, Spot +10

The Merchant

Karl Manderholm is a naïve young man with a good heart, forced into a terrible situation by fate. He is well educated but humble and courteous. He has golden blond hair, now dirtied from a week's stay in Blackmaw, and bright blue eyes.

KARL MANDERHOLM **CR 6**
Male human aristocrat 7
LG Medium humanoid
Init +2; **Senses** Listen +9, Spot +9
Languages Common
AC 12, touch 12, flat-footed 10; Dodge
hp 38 (7 HD)
Fort +5, **Ref** +4, **Will** +7
Spd 30 ft.
Melee unarmed strike +5 (1d3 nonlethal)
Base Atk +5; **Grp** +5
Abilities Str 10, Dex 14, Con 12, Int 11, Wis 10, Cha 14
Feats Dodge, Great Fortitude, Iron Will, Skill Focus (Diplomacy)
Skills Appraise +10, Diplomacy +17, Listen +10, Sense Motive +10, Spot +10
Possessions leather breeches, gray tunic

Chapter Two: Life and Death in the Maw

Blackmaw lies 10 miles outside of Dramis, nestled in the dusty black rock hills surrounding the mining town. Atop a flat mesa, a few plain stone buildings surround a narrow elevator shaft. A mournful wind blows across the midnight-black rock mesa, creating a low, spine-tingling howl as it sets the elevator chains dancing. The distant din of hammer on stone echoes eerily from within.

The prison complex consists of the surface described above and subterranean levels. Level one is the general population level of the prison, where convicts are quartered in three cellblocks of 10-foot-by-10-foot cells. The mess hall, laundry, workshop, and several guard chambers are also located on this level. Level two is the mining facility where most of the inmates toil. A large cavern filled with deep mining shafts and metalworking chambers make up this level. Level three is solitary confinement, where the most fearsome charges of the Maw are sealed in antimagic cells.

The prison's lower levels are accessed via a large steel elevator platform controlled by a series of winches and pulleys. The elevator moves 30 ft. per round up or down, but can only be controlled from the surface. The chains are all greased regularly, forcing anyone trying to ascend to make a DC 25 Climb check.

Chains: 1 inch thick; Hardness 5; hp 25; Break DC 22.

It is 100 feet from the pit opening on the surface level to the floor of level one below, 50 more feet to level two, and 100 more down into the bowels of the earth to level three.

Natural steam vents and volcanic activity in the region heat Blackmaw. This heat, combined with an unavailability of clean air, can be hazardous to living creatures. Level one is already uncomfortably warm, and level two is sweltering. The vile scum confined on level three suffer blistering heat that leaves less hardy souls exhausted or even dead. Every hour of exertion on level two inflicts 1d6 nonlethal damage (Fort save DC 15 +1 per previous check negates). Every round of exertion spent on level

Lagorn the Bloodfang

This black iron greatsword's hilt guard is fashioned into a pair of jagged bat-like wings. *Lagorn* is an intelligent chaotic evil *+2 wounding greatsword* that can speak Common and Abyssal and can communicate telepathically with its wielder. Bloodfang's voice is guttural, as if it were gargling on its own blood. Whenever it speaks aloud, fresh blood drips from its hilt guard and blade. The blade has Bluff +15, and Listen +14, and continuous *deathwatch*. Its wielder can grow a pair of bat-like wings, granting him a fly speed of 40 feet with average maneuverability once per day for 1 hour. *Lagorn's* special purpose is the destruction of any infidels who do not pledge their lives to Erythnul, giving them to the Slaughter God in death instead. While pursuing this end, *Lagorn* may use *confusion* (DC 19) at will. Any non-evil creature foolish enough to pick up Lagorn must contest with its Ego. If the blade wins, it delights in forcing its thrall to attack friends and allies so that Lagorn may drink deeply of their blood.

Lagorn the Bloodfang: *+2 wounding greatsword*; AL CE; Int 10, Wis 18, Cha 20; Speech, telepathy, 120 ft. darkvision and hearing; Ego score 20.

Lesser Powers: continuous *deathwatch*, Item has 10 ranks in Bluff (total modifier +15) and Listen (total modifier +14).

Greater Powers: 1/day the wielder grows wings, giving him a fly speed of 40 ft. (average) for up to 1 hour.

Strong evocation and transmutation; CL 15th; Craft magic Arms and Armor, creator must worship Erythnul, *confusion*, *deathwatch*, *Mordenkainen's sword*, *overland flight*; Price 120,050 gp.

Blackmaw's Prisoners

Besides the NPCs listed in the "Prisoners" section, Blackmaw is home to all sorts of despicable outlaws. Roll 1d10 and consult the following chart to generate a random prisoner. Consult the standard creature of this type from their entry in the *Monster Manual*. Note that these inmates do not have any weapons or equipment except possibly a concealed dagger. For more colorful prisioner ideas, check out "Behind Bars" in DUNGEON #130.

1. Orc (*Monster Manual* 203)
2. Hobgoblin (*Monster Manual* 153)
3. Drow (*Monster Manual* 101)
4. Dwarf (*Monster Manual* 91)
5. Bugbear (*Monster Manual* 29)
6. Covenant Thug (see page 45)
7–10. Human rogue 1

three inflicts the same damage as above. The criminals confined in solitary spend most of their time resting in their cells in order to avoid being overwhelmed by this damage. Exertion includes any activity that expends more energy than walking slowly or sitting comfortably.

1. Watch Towers (EL 5)

These 20-foot-tall adobe towers stand at the four corners of the exterior of Blackmaw. No ladders or stairs ascend to the tops. Sentinels are expected to climb up as part of their training, and without ladders it is difficult for encroachers to take these positions.

Creatures: A sentinel keeps watch in each tower at all times.

Sentinel: hp 26; see page 38, except that this sentinel is also equipped with two sunrods, a thunderstone (to raise the alarm), and a spyglass.

2. Gardens

These spacious gardens are more practical than aesthetic. Tomatoes, potatoes, carrots, and other vegetables grow here for consumption by the sentinels and inmates. In addition, several wooden chicken coops are kept in this area. The chickens raised by the sentinels are not eaten, but their eggs are valuable in feeding Blackmaw's population.

3. Training Hall

This large chamber contains several weapon racks and wooden fighting dummies. Windows overlook the gardens outside.

Creatures: There are always 1d6 Sentinels present here, honing their martial skills in sparring drills and training dummy exercises. Unless called below on important matters, Rao Chang is usually found here as well, practicing. In addition, the wooden training dummies (gifts from a clerical ally) are animated to provide sentinels with an extra challenge. They respond to simple command words from any ordained sentinel ("attack" or "stop," for example).

Rao Chang: hp 79; see page 37.

Sentinels (1d4): hp 26 each; see page 38.

Animated Training Dummies, Medium animated objects (10): hp 31 each; *Monster Manual* 13. These objects inflict only nonlethal damage.

4. Sentinel Quarters

This large room is completely bare save for rows of prayer mats and several bronze incense burners.

The sentintels sleep and meditate in these rooms when not on duty.

Creatures: There are 2d6 sentinels resting here at any given time.

Sentinels (2d6): hp 26 each; see page 38.

5. Secure Storage

This steel-reinforced 10-foot-by-10-foot vault is where important and dangerous items are kept. Rao Chang possesses the only key to this area. Amongst the other magical items contained within, Sedakas Crane's intelligent greatsword, *Lagorn the Bloodfang*, is sealed in a seperate steel locked box to prevent any person from falling under its dark influence.

Steel Reinforced Door: 3 inches thick; Hardness 10; hp 100; Open Lock DC 30; Break DC 30.

Steel Locked Box: 2 inches thick; Hardness 10; hp 60; Open Lock DC 30; Break DC 28.

Treasure: In addition to *Lagorn the Bloodfang* (see sidebar for details), the vault also contains 6 sacks of 1,000 gp each, three *beads of force*, a *cloak of poisonousness*, a *horn of blasting*, a *clay golem manual*, and a type III *necklace of fireballs*.

6. Yard (EL 13+)

The walls here are hewn jet-black stone. The steel elevator platform descends from the tower above to the center of the yard.

This large cavern is where prisoners spend their scant free time, and is also where work crews board the elevator to descend to the mining shafts and forges in level two every morning. The yard is the social nexus of the prison, and any dirty deals, vicious brawls, or other activities usually occur here.

Creatures: During yard time (1 hour every morning and 1 hour in the evening), there are usually about thirty inmates present here. Five of each type of inmate mill about. In addition, Midnight and her entourage are here. Duncan DeVries and two other sentinels patrol the area as well. Talorn only appears for a few brief minutes every evening to speak quietly to Midnight before returning to his cell. The half-orc is impatient for the delivery of some items he has ordered from her forge (a masterwork morningstar and a holy symbol of Erythnul). PCs should receive a Spot check (DC 25) to notice him if they are present here in the evenings. It's a DC 25 Listen check to overhear his conversation with Midnight.

Midnight: hp 58; see page 39.

Golos Granitebourne: hp 168; see page 40.

Talorn Urgos: hp 64; see page 42.

Duncan DeVries: hp 79; see page 38.

Sentinels (2): hp 26; see page 38.

COVENANT THUGS (6) **CR 4**

Male and female human rogue 4
NE Medium humanoid
Init +3; **Senses** Listen +8, Spot +8
Languages Common, Orc

AC 13, touch 13, flat-footed 10; Dodge, uncanny dodge

hp 16 (4 HD)
Fort +1, **Ref** +7, **Will** +2; evasion

Spd 30 ft.
Melee mwk dagger +7 (1d4+1/19–20)
Ranged mwk dagger +7 (1d4+1/19–20)
Atk Option sneak attack +2d6
Base Atk +3; **Grp** +4

Abilities Str 13, Dex 16, Con 10, Int 13, Wis 12, Cha 10
SQ trapfinding, trap sense +2
Feats Dodge, Stealthy, Weapon Finesse
Skills Balance +10, Climb +8, Escape Artist +10, Hide +12, Intimidate +7, Jump +8, Listen +8, Move Silently +12, Open Lock +8, Spot +8
Possessions 6 masterwork daggers

7. Guard Rooms

Two of these stone-walled chambers stand at the entrance into each cellblock. Three steel doors seal these chambers, each secured from the inside to prevent access by the inmates. Carved into the stone on either side of the doors are 1-foot-by-1-foot windows from which the sentinels may hurl shurikens toward anyone rushing the chamber.

Creatures: There are always two sentinels on duty in each of these guardrooms, in case of a riot or large disturbance. These sentinels keep constant vigil over the cellblocks and the yard.

Sentinels, male human monk 5 (2): hp 26 each; see page 38.

Treasure: A table against the wall in each of these chambers has 50 shurikens stacked on it.

Area 8. Cellblocks

Each of these cell blocks hewn out of black stone contains 12 ten-foot-square cells in two rows of six, with a corridor running between them. Only a pair of sputtering torches lights this dark and dismal area. The cells are home to 3–4 inmates each, and contain nothing but four straw sleeping mats. Roll on the Random Prisoner Chart to determine the occupants of each cell.

8a. PCs' Cell

When the PCs are incarcerated in Blackmaw, they are placed in this cell.

8b. Covenant Lieutenants' Cell

This cell is identical to the others except that it is occupied by Golos Granitebourne and two covenant thugs, who are all present during relegated rest hours (from midnight until 6:00 in the morning). Although the door to this cell appears secure, the corrupt sentinels have constructed a hidden catch inside the door to allow the prisoners to open it. If they detect a threat to Midnight across the hall, they immediately respond.

Covenant Thugs (2): hp 16; see page 45.

Golos Granitebourne: hp 168; see page 40.

8c. Midnight's Cell (EL 13)

This is the cell of the Covenant's decoy shadowmaster, Midnight. She shares it with three female members of the Covenant of the Knife. All four are present here during relegated rest hours (midnight to 6:00 in the morning). This cell has been rigged with a hidden catch in the same fashion as area **8b**.

Midnight: hp 58; see page 39.

Covenant Thugs (3): hp 16; see page 45.

8d. Jarrett's Cell (EL 13)

Jarrett Muros in his disguise of Corrin Treadwell resides in this cell. Because Corrin is advanced in years and has highly valued skills, the sentinels allow Corrin to keep this cell to himself. This cell has been rigged with a hidden catch in the same fashion as area **8b**.

Jarrett "Old Man" Muros: hp 61; see page 38.

8e. Karl's Cell (EL 6)

Karl Manderholm resides in this cell.

Karl Manderholm: hp 38; see page 43.

9. Laundry

This chamber is filled with wooden casks of water, large bins of alchemical soap powder, and several long wooden troughs. Prisoners work here during the day, scrubbing clothing and blankets clean.

Treasure: The alchemical soap powder can blind a foe if hurled into their eyes. A handful of powder may be tossed at an enemy within 10 feet by making a ranged touch attack with a –4 penalty. If the attack succeeds the target must make a DC 15 Fortitude save or be blinded for 1d3 rounds. There is enough alchemical soap here for 50 attacks.

10. Workshop (EL 14)

This chamber is filled with work benches and tables. Inmates learn honest trades here (taught by other inmates who possess these skills) as part of their rehabilitation.

Creatures: Jarrett Muros spends most of his time here teaching other prisoners carpentry. This chamber is always guarded by two sentinels who supervise the use of tools. The sentinels make certain that materials do not leave the workshop and ensure that tools and carving knives are locked in a secure iron box at the end of every workday.

Jarrett "Old Man" Muros: hp 61; see page 38.

Sentinels (2): hp 26; see page 38.

Treasure: Several masterwork quality tools (which could be used as thieves' tools) and 20 knives are locked in the iron box by the door to this room.

Iron Box: 2 inches thick; Hardness 8; hp 25; Open Lock DC 25; Break DC 25.

11. Pantry (EL 7)

This chamber is filled with shelves, tables, and sacks of vegetables and grain. This is where food is prepared for Blackmaw's population. A large iron oven on the west side of the chamber is where breads are baked and vegetable stew is heated.

Creatures: This room is guarded by two sentinels who oversee the inmate cooks' activities, checking that no poisonous or unhealthy substances are put in the population's food.

Sentinels, male human monk 5 (2): hp 26 each; see page 38.

12. Mess Hall

This long chamber is filled with stained, chipped wooden tables and low benches.

Two meals are served daily, one in the morning right after yard time and the other in the evening right before yard

time. At those times most of the population of Blackmaw passes through here to get a bowl of vegetable stew and bread.

13. Waste Pit (EL 8)

A black rock corridor leads to a simple rough-hewn chamber. At the center of this area is a deep pit descending into the blackness below. Foul-smelling vapors continually waft up from the darkness, sometimes blasting forth when a pocket of heated air erupts from below.

Sardonically referred to as "the real Blackmaw," this is where the prisoners empty waste buckets.

Creatures: Deep in the waste pit a colony of carrion crawlers makes their home. The creatures' tunnels connect to the Underdark and their usual hunting grounds. On occasion, prey becomes scarce, and more than a few convicts of Blackmaw have gone missing when they went to empty their waste buckets. When the PCs come here on their first evening in the Maw, the carrion crawlers climb up and attack, seeking to paralyze a single victim and drag him into the depths below for consumption.

Carrion crawlers (4): hp 19 each; *Monster Manual* 30.

Midnight

14. Storage

This area is nothing more than a storage room for extra prison clothes, shoes, and mining equipment. The PCs may retrieve light or heavy picks from this room if they require a weapon.

15. Elevator Landings

These chambers are used for the loading and unloading of the elevator platform and lead to other areas on levels two and three of Blackmaw.

16. Rail Tunnels

These long tunnels connect the areas on level two. Running the length of each tunnel are two sets of crude iron rails. Two large cast-iron carts are used to move the work crews from the landing to the mining cave, raw ore from the cave to the forges, and finished steel products from the forges back to the elevator landing. The tunnels all slope downward, allowing rapid travel by cart. A dumbwaiter chute rises 80 feet, connecting the forges to the tunnel leading back to the elevator landing. This tunnel is higher than the elevator landing, allowing smooth downward travel from the forge chute to the elevator.

Each of the carts is connected to a chain winch on the high end of the tunnels that is used to pull empty carts back uphill for another load of passengers, ore, or steel items. These chains also act as breaks for the carts, ensuring they stop at the end of the tunnel when they run out of chain. If the chains fail, the carts careen haphazardly into the area below the tunnel at a speed of 50 feet, inflicting 5d6 damage to anything in their path.

Chains: 1 inch thick; Hardness 5; hp 25; Break DC 22; Disconnect DC 20 Disable Device.

17. Mining Cavern (EL 9)

Large stalactites hang from the ceiling above like the fangs of a beast's gaping maw. The cavern floor is riddled with shafts painstakingly chiseled from the unyielding black rock.

This enormous open cavern complex is where most of the prison's population slaves away their lives in Blackmaw. Each shaft descends anywhere from 70 feet to 120 feet. Mining crews work day in and day out lowering men and buckets by ropes and hauling up ore.

Creatures: During work hours 60 inmates work here. The cavern is patrolled by 9 sentinels. During work hours and during the prison break detailed below, Golos Granitebourne is located here. If the PCs attempt to move through this cavern to the forges during the prison break (either to protect Karl or to face Midnight), Golos stops them. His tactics are simple: he hurls chunks of rock and ore at approaching foes and bull rushes any who get too close down the nearest shaft.

The mine shafts themselves are plagued by a delver who hunts prisoners for sport. The sentinels have tried on numerous occasions to destroy the creature, but it always escapes. At any time when the PCs' work crew is down a shaft, the delver attacks. The creature's arrival is heralded by a section of wall near the PCs suddenly hissing and melting away a split second before

the delver's bulky form bursts through the wall.

Delver: hp 145; *Monster Manual* 39.

Golos Granitebourne: hp 168; see page 40.

Sentinels (9): hp 26; see page 38.

18. Forges (EL 13)

This large chamber, hewn out of the depths of black stone, sits over a vent of superheated air. This vent fuels the fires of the forges and gigantic smelting cauldrons located here. Steel tables and anvils are strewn about the forges where workers hammer red-hot metal into rails, horseshoes, and cogs.

Metal catwalks crisscross the chamber 10 feet above the floor, from which inmates may tend the large cauldrons of bubbling iron slag. Molds lie beneath the cauldrons where the slag is poured to produce rails and girders. On the north side of the chamber is a dumbwaiter and pulley system which ascends 80 feet to the rail tunnel above. Finished steel and iron products are raised up to the tunnel there to be carted to the elevator landing.

Creatures: During work hours Midnight and 4 Covenant thugs work metal in this chamber. Midnight secretly forges masterwork daggers and throwing knives for the Covenant members here and also works on Talorn's special order (a masterwork morningstar and a holy symbol of Erythnul) until she finishes after the PCs' second day in the Maw.

Duncan DeVries is always assigned this post and has two corrupt sentinels also in the employ of the Covenant here with him at all times. On the morning of day three, Karl is also posted here, though he meets his death during the prison break in an "unfortunate accident" when he "falls" off the catwalk into a cauldron of iron slag (see Day Three below for details).

Midnight: hp 58; see page 39.

Covenant Thugs (4): hp 16; see page 44.

Duncan DeVries: hp 79; see page 38.

Sentinels (2): hp 26 each; see page 38.

Tactics: During the breakout, the corrupt sentinels posted by the door rush to attack anyone they detect approaching by the tunnel. This gives everyone time to prepare for the PCs' arrival. Duncan and the sentinels quaff their potions if they have time. Duncan, positioned on the catwalk above the door, lashes out at all foes that pass through his threat range with his spiked chain, leaping to the next catwalk once PCs move into the room. The Covenant thugs stand ready to push the smelting cauldron over toward any PCs entering the chamber (30-foot cone; 8d6 damage from hot steel slag, 4d6 on round 2 to anyone still in the area; DC 16 Reflex save half) and then immediately flank any PCs left standing. Midnight reveals herself last, flanking an opponent and dealing death with her kukri.

The thugs fight to the death. Duncan is ultimately a coward, and if reduced below 10 hit points he flees either out the tunnel or up the dumbwaiter chute. Only if the fight appears lost does Midnight flee, hoping to find Jarrett in the chaos of the prison break.

19. Solitary Confinement Access (EL 12)

A tunnel leads from the elevator landing on level three to this large chamber that contains the five solitary confinement cells of Blackmaw.

Creatures: Standing watch over solitary are two clay golems carved in the likeness of the founding father of the Sentinels, a broad-shouldered, bald-headed monk named Argen Tang. The golems attack any intruders they detect unless they are escorted by the abbot of Blackmaw. The abbot may order the golems to stand down or attack. Unfortunately, these guardians will not attack Vaden Kiang, as they still recognize him as an ordained abbot of the Sentinel Order, and the lycanthrope can even order the golems to stand down and not attack Sedakas Crane or Jarrett during the prison break (see below for details on this encounter).

Investigating the Covenant

The PCs may use their yard and meal time to Gather Information by talking to other prisoners. If a character makes a name for himself by Intimidating other inmates, cultivating an air of danger and mystery with a good Bluff, or picking fights with other inmates and winning, add another +2 to his checks. If the PCs make it obvious to the prison population that they are of good alignment, impose a –5 on all Gather Information checks they make.

DC 15: The PCs learn the backgrounds of Jarret, Midnight, and Golos, except for any information pertaining to the fact that Jarrett Muros still lives. In addition they learn of Vaden Kiang's lycanthropic curse.

DC 20: The party hears rumors that Sedakas Crane is held in solitary confinement in the Maw. A DC 15 Knowledge (religion) check reveals Crane's dark past, his conversion into a champion of Erythnul, and the fact that he bears three *marks of justice.*

DC 25: The PCs hear a couple of inmates mention that they know Talorn from the outside, and that Talorn is actually an unholy cleric of Erythnul.

DC 30: Midnight is not the true Shadowmaster of the Covenant; she reports to another unknown inmate who is in fact the leader of the organization.

Clay Golems (2): hp 90; *Monster Manual* 134.

20. Solitary Cells

These 10-foot-square cells are where the most dangerous felons are housed deep in the bowels of Blackmaw. Each of these cells is under a permanent *antimagic field* effect, which stops spellcasters from using their gifts to escape. Any PC with obvious spellcasting prowess is detained and placed in solitary for their period of confinement. The doors to these chambers are made of thick steel and the locking mechanisms are extremely complex. Rao Chang has the only key to these cells.

Steel Doors: 5 inches thick; Hardness 15; hp 100; Open Lock DC 30; Break DC 30.

20a. Vaden's Cell (EL 14)

This cell is identical to those described above. It is occupied by Vaden Kiang, former abbot and warden of Blackmaw.

Vaden Kiang: hp 94; see page 40.

20b. The Blackguard's Cell (EL 15)

This cell is identical to the other solitary cells except that is houses the dark evil that is Sedakas Crane.

Sedakas Crane: hp 117; see page 42.

Day One

The PCs' caged wagon arrives at Blackmaw in the dark early hours of the morning. Upon reaching the prison, they are thoroughly searched three times by the sentinels and once by Rao Chang himself. The Sentinels like to be certain no one smuggles magic items or weapons into the prison. Weapons, armor, spellbooks, spell components, valuables, tools, and magical items discovered here are taken from the PCs and placed in area 5.

After their search, Rao Chang scrutinizes the PCs and interrogates them concerning their abilities and skills. Any PCs who appear to be potent spellcasters are immediately hooded in black eyeless masks and sent down to solitary confinement with an escort of 3 sentinels. PCs who claim to be skilled in any Craft or Profession skills may be given special assignments in the pantry, workshop, or forges. Otherwise all the PCs are relegated to mining detail. During this interview Rao Chang explains to the PCs that they may either treat the Maw as a prison where they are nothing but caged animals, or as a temple where hard work and meditation will lead them to salvation and a new life as a member of the Order of Sentinels.

After the interview the PCs are stripped of their clothing and given drab prison garb of leather breeches, work boots, and simple gray tunics. The PCs are then escorted to the elevator for their first descent into the dark depths of Blackmaw. Once they are shown their cells, the PCs are informed that they have one hour of yard time before their morning meal and their first day of hard toil in the sweltering furnace of the mines below.

Event 1. Meeting Corrin Treadwell (EL 9)

The first day of hard toil in the mines passes uneventfully (with the possible exception of a delver attack, see area 17), and the prisoners are brought up the elevator back to level one to eat their evening meal. After the characters stand in line for a bowl of stew and a crust of bread and find seats in the Mess Hall, read or paraphrase the following:

An elderly convict with a slumped frame and a pronounced limp steps away from the stew line. His unfocused eyes seek an empty seat and he stumbles as he walks past a table of convicts, careening into one of the men who is eating with relish. The convict's stew spills down his front, and he pushes the offending old man, knocking him to the floor. The elderly inmate's stew splatters upon the ground, and one of the convicts at the table snatches his fallen bread.

Creatures: Unless the PCs intervene, the five convicts at the table laugh and then encourage one of their number to beat the old man, who is actually Jarrett Muros in his disguise as Corrin Treadwell.

Jarrett "Old Man" Muros: hp 61; see page 38.

Covenant Thugs (6): hp 16; see page 44.

Development: This whole incident is staged in order to supply Jarrett with a proper introduction to the PCs. If any characters come to his aid, the thugs back down and Corrin Treadwell thanks the PCs for their timely assistance and offers to help them with anything he can during their stay. "I have been a resident of the Maw nearly all my life, I know it inside and out," he tells the PCs. Of course Jarrett uses this opportunity to feed the PCs false information about the Covenant and learn the party's capabilities and weaknesses for later use.

Day Two

During the evening of day one the Covenant plans their first attempt on Karl's life. At night after the evening meal, Corrin Treadwell cleans out cells while others are at the yard. Every evening he slips a note into Midnight's straw mat, and retrieves any messages she has left for him. On the evening of the first day, he informs her of his plans.

Sedakas Crane

Event 2. Poison For Breakfast (EL varies)

The first attempt on Karl's life comes during the morning meal. Jarrett orders Midnight to arrange for some Covenant thugs to harass Karl and any PCs who are guarding him. Corrin Treadwell, gets in the way of the thugs, trying to convince them to "leave the youngin be!" One of the thugs punches Corrin, who falls across the table. Jarrett uses Sleight of Hand to spill his dose of dark reaver powder into Karl's food, while the thugs distract the PCs and Karl by entering combat. Any PC directly involved in the fray takes a –5 on their Spot check to notice Jarrett's poisoning of Karl's stew.

Creatures: Midnight is probably well aware of the PC's capabilities by now and dispatches 8 thugs to this task in order to create a large enough diversion for Jarrett. They are under orders not to draw daggers and to back down from the fight quickly (after two rounds of combat), to ensure that the sentinels do not intervene and Karl goes back to his food.

Covenant Thugs (8): hp 16; see page 45.

Jarrett "Old Man" Muros: hp 64; see page 38.

Development: When the PCs and Karl go back to their meal, allow any PCs present a DC 25 Spot check to notice a strange powdery substance dissolving in Karl's stew. A DC 20 Heal check reveals the powder to be poison.

Ad-Hoc Experience: If the PCs stop Karl from being poisoned, grant them a CR 8 experience point award.

Event 3. Going Down?

Whether the poison succeeds or not, Jarrett's backup plan goes into motion either to finish off Karl or eliminate the PCs from the equation shortly after the morning meal when work crews are loaded onto the elevator. Yesterday evening, Jarrett sabotaged the elevator to cause it to malfunction when it first descends from level one to level two. As Duncan DeVries is in charge of loading the work crews, he orders Karl and the PCs into the elevator first. Give the PCs a DC 30 Spot check to notice that something is wrong with the elevator before they board.

A few seconds after the elevator platform begins to descend, the loud grinding of metal on metal fills the air and the platform pitches suddenly. The characters have one round to react before the floor gives way. Everyone on the elevator must make a DC 20 Reflex save or plummet down the Blackmaw, crashing to the floor on level three of the prison 150 feet below. Anyone making their save may attempt to catch another person within their reach with a second Reflex save (DC 20). Two rounds after this first violent pitch, a chain snaps and the elevator platform falls vertical, only secured by one chain. Anyone on board must secure themselves with a DC 15 Climb check or slide off to their doom.

If a PC falls, the 150 foot drop deals 15d6 damage. The character may attempt a second save or Tumble check (player's choice, DC 20 for either) to land on level two instead of falling all the way down to level three. In this case the character only falls 50 feet, sustaining 5d6 points of damage.

Event 4. Special Delivery

Shortly after the evening meal, a Covenant thug pushing a hand cart of clean blankets makes his way to Talorn's cell to deliver a masterwork morningstar and a holy symbol of Erythnul to the half-orc. Any PCs present in the yard should get a DC 20 Spot check to notice that the thug skips the closest cell block, going straight toward Talorn's cell. A character who moves close to the cart may peek inside and with a DC 20 Search check notices objects hidden amongst the blankets.

Development: If the party somehow intercepts this shipment, Talorn seeks them out immediately to obtain his items. The half-orc tries to steal the items back through use of *invisibility*, but if this fails he attacks the party.

Day Three

The third day of the party's incarceration starts bright and early with news from the sentinels that Karl is to be transferred to the forges, effective immediately. Right after the morning meal, the young merchant is loaded onto the newly repaired elevator with Midnight and the other members of the forge work crew and sent down to level two, escorted by Duncan Devries and two sentinels.

Event 5. Break Out! (EL Varies)

Talorn worked out an arrangement with Midnight. The Covenant agrees to aid Sedakas Crane's escape in exchange for favors from Erythnul's followers on the outside. The following timeline details the occurrences that lead to a full-on prison riot. The timeline does not take into account interference by the PCs, so it should be altered according to whatever actions the party takes against the convicts.

5:30 PM: In the late afternoon of Day Three, shortly before the evening meal, Corrin Treadwell goes to close up the workshop. Jarrett silently kills the two sentinels on duty there and snatches up the tools he needs to pick the locks of the solitary cells' doors.

Meanwhile, instead of stopping work and heading up to the mess hall, Midnight and Duncan barricade themselves in the forge (area 18).

5:40 PM: Jarrett disguises himself in the black robes of one of the sentinels he killed and then descends to level two,

Scaling the Adventure

As most of the opposition in "Chains of Blackmaw" is made up of NPCs with character classes, scaling the adventure is simply a matter of adjusting their level to fit the party's.

8th- to 9th-level: Subtract two levels from each enemy in the adventure.

11th- to 12th-level: If every NPC is played as cunningly as possible, no adjustment is necessary to run this adventure. Use the Covenant's connections to give them full knowledge of the PCs' activities ahead of time and allow them to prepare for any plans the party concocts.

where he slips below the elevator as it comes to rest and climbs down 100 feet to level three.

5:50 PM: Once he reaches bottom, Jarrett casts *invisibility* on himself to avoid detection by the clay golems and moves to area **19**. From there, he first picks Vaden Kiang's lock. Once free, Vaden immediately orders the golems to stand down. Next Jarrett picks Sedakas Crane's lock, unleashing the sinister blackguard on the prison. Crane orders Shadowfang, his fiendish bat companion, to inform Talorn of their success.

6:05 PM: Talorn is hard at work in area **17** when Shadowfang arrives. The half-orc signals to Golos Granitebourne, who immediately begins slaughtering the sentinels in the mines. Talorn rushes to the elevator landing on level two to await Sedakas Crane. In the meantime, Vaden Kiang climbs up to the surface level seeking Rao Chang. Jarrett Muros returns to his cell as Corrin Treadwell.

Midnight begins to mock Karl, scoffing at his father's attempts to resist the Covenant.

6:10 PM: As soon as the blackguard arrives, Talorn begins casting *remove curse* on him, expunging the *marks of justice* one by one. After this is accomplished the half-orc and the blackguard ascend to the Surface Level via Talorn's *air walk* spell. Vaden Kiang and Rao Chang duel to the death in area **3**.

6:15 PM: Sedakas and Talorn rush to area **5**, slaughtering any sentinels in their path. They use *shatter* spells to open the vault and the lock box containing *Lagorn the Bloodfang*. The two arm themselves and commence the wholesale slaughter of the sentinels to the last monk (except for Duncan). They kill any inmates (and PCs) who cross their path just for the sheer joy of it.

In the chaos of the prison break, Midnight disposes of Karl. She callously dumps him into a cauldron of molten slag.

Event 6. The Shadowmaster Strikes (EL 13)

If the PCs survive the initial mayhem of the jailbreak, they prove themselves worthy of Jarrett "Old Man" Muros's personal attention. If he has earned and maintained the party's trust up until now, Corrin approaches the PCs begging for their protection from the rioting prisoners. He immediately begins studying the most obvious threat for a death attack, which he tries to deliver when the group is distracted by another foe (fleeing prisoners, sentinels, or Sedakas Crane and Talorn). If he succeeds in downing a PC while the rest of the party is distracted, he hides and tails the group, preparing another death attack. He continues striking from the shadows for as long as possible before facing the PCs. If Muros is felled by a rogue, the Shadowmaster's final act is to shove the hilt of his dagger into his killer's hand with the words "the Covenant is yours."

Concluding the Adventure

Midnight and Jarret's exposure is enough to clear Karl (and the PCs) of all charges. Alternately, the PCs may choose to simply get Karl out of the prison during the mayhem caused by the prison break. While this does achieve success and lead to a reward, the consequences may be dire for the PCs, as they are now outlaws. If the PCs save Karl's life and return him to his father, Manderholm is overjoyed and pays the party their reward after a tearful reunion with his son.

Loose ends and springboards to further adventure abound at the conclusion of "Chains of Blackmaw." Any of the villains detailed above who escape may turn up later to plague PCs as they pursue other adventures. If a rogue PC keeps Muros's dagger, that character soon finds himself hunted by up-and-comer assassins and rogues seeking to challenge the character for the title of Shadowmaster.

Nicolas Logue has observed that gaining a level takes much longer at high levels, and is still a monk 5/thespian 6/freelance writer 6. This adventure holds a dear place in his heart, as he only barely escaped a stint in a Chinese prison after a drunken brawl in Beijing. This is Nick's sixth adventure in DUNGEON, *and he would like to dedicate it to Big J.F. Esau and Brendan Victorson, the finest Sentinels he has ever met.*

THE PORTENT **PETER BERGTING**

NO, NO, NO, NO, SEEN THAT, NO, NO, GILMORE GIRLS, NO, NO, NOT THAT, NO.
STOP, THAT'S PERFECT!
IF I'M DOING ALL THE CLICKING WHY EVEN BOTHER TO USE THE REMOTE?
IF THE BATTERIES ARE OUT... BUY NEW ONES!
BUT IT'S MORE FUN THIS WAY...

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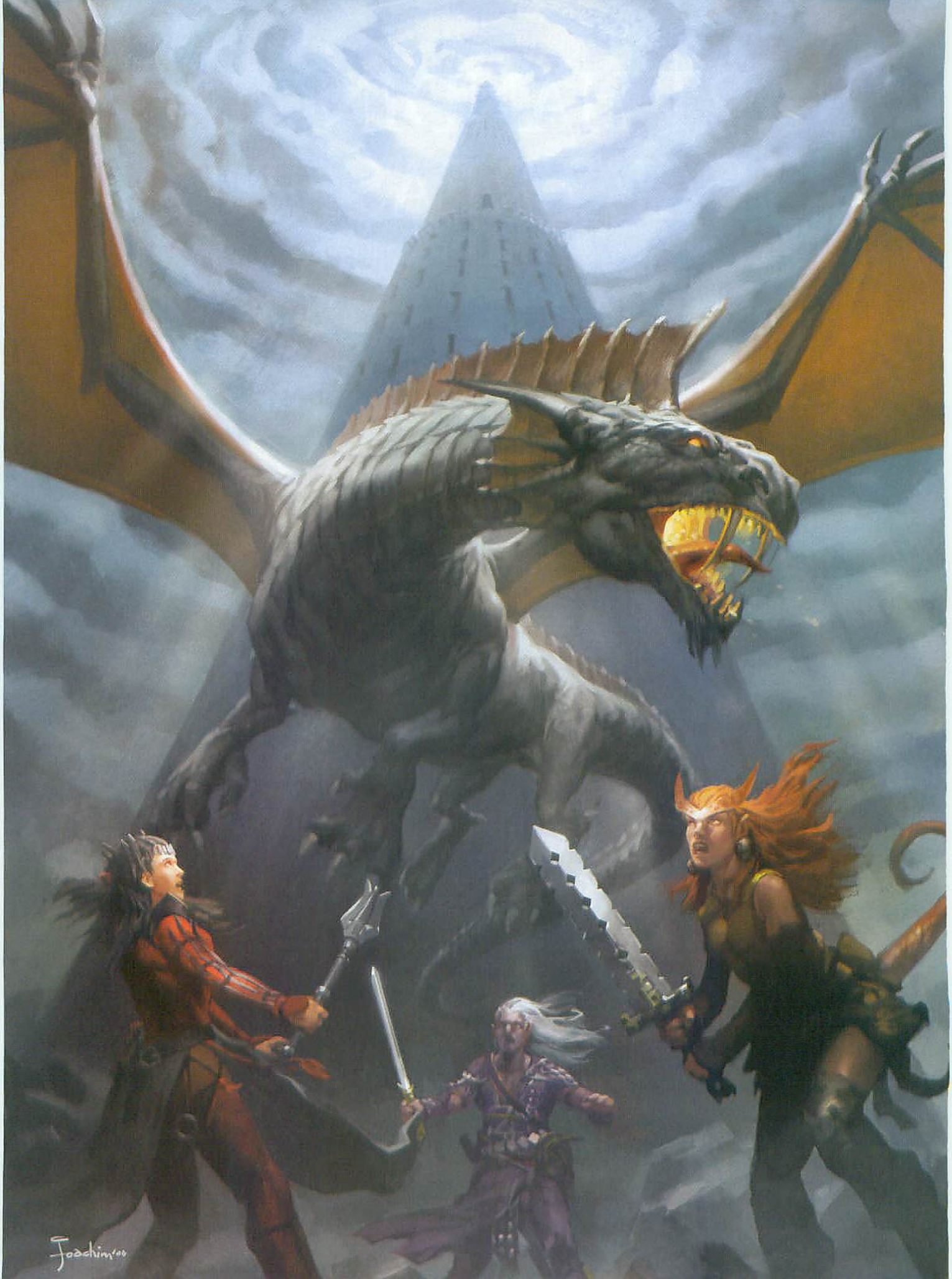

AGE OF WORMS

DAWN OF A NEW AGE

The battle with Dragotha is over—the great undead dragon of old is finally vanquished, but his defeat will not stop the coming Age of Worms. In truth, it furthered Lashonna's plan to become Kyuss' favorite in the dark times to come. The monolith that contains the imprisoned Wormgod has been snatched from its cradle in the Writhing Tabernacle and now looms at the apex of a new Spire of Long Shadows in Alhaster. The PCs have but a few hours to stop Kyuss' escape and save life itself across the entire continent. Whether the next day will see the rise of the sun or the triumph of darkness is entirely up to them.

"Dawn of a New Age" is a DUNGEONS & DRAGONS adventure designed for four 20th-level characters. It is also the final installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help DUNGEON MASTERS run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *DRAGON*'s monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. It's likely that at some point during this adventure, your PCs will gain enough experience to reach 21st level. Pages 206–210 of the *DUNGEON MASTER'S Guide* give the basics of epic-level play; additional rules can be found in *Complete Warrior*, *Complete Divine*, *Complete Arcane*, and *Complete Adventurer*. DMs who wish to delve further into the world of epic-level adventuring should consult the *Epic Level Handbook*, which has been updated to the most current rules on Wizards of the Coast's website at www.wizards.com/default.asp?x=d20/article/srd35. Finally, issue #344 of *DRAGON*

BY TITO LEATI

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ADVENTURE PATH | HIGH-LEVEL (13TH–20TH) | URBAN & DUNGEON CRAWL

presents some advice and rules specific to the Age of Worms to aid players (and DMs) in making the transition beyond 20th level.

You can also run "Dawn of a New Age" as a stand-alone adventure or adapt it to your campaign as a high-level urban battle against a host of undead enemies.

Adventure Background

The vampiric silver dragon Lashonna has served the Wormgod Kyuss faithfully for nearly 15 centuries, yet always in the shadow of his chosen herald, the dracolich Dragotha. Lashonna's lust to become Kyuss' favored minion drove her to recruit powerful enemies, the PCs, to strike against the dracolich. While Dragotha was distracted first by efforts to retrieve his phylactery and then by the steady approach of a band of adventurers intent on challenging him, Lashonna set the remainder of her plans into motion. Using a great teleportation engine housed in her subterranean lair, Lashonna transported the stone monolith that imprisoned Kyuss' physical form to Alhaster for the final preparation of his return.

Freeing an imprisoned deity is no small task, and Kyuss' minions have worked for ages to set into motion the numerous events required to prepare the world for his coming. Some of these events the cult was able to engineer or assist (such as the near destruction of the city of Cauldron), while others they were forced to wait for. Now that everything is in place, the final steps are child's play in comparison. With Alhaster's leader under her command, Kyuss' prison in her possession, and the great tower that serves as the key to his prison completed, all that remains for Lashonna now is to wait for her god to awake and emerge into the Material Plane.

Yet the Age of Worms is not guaranteed. Kyuss can be defeated, but this path is not without great peril. The PCs must draw upon all of their resources and allies gathered throughout the course of this campaign, and this still may not be enough. There are steps they can take in Alhaster to weaken Kyuss' position, yet in the end, merely forcing him back into his prison solves nothing. To avert the Age of Worms, a god must die.

Adventure Synopsis

The PCs meet briefly with Manzorian, who tells them that Kyuss is about to be released into the Material Plane at Alhaster. He can do something to slow the Wormgod's escape, but it remains up to the PCs to confront him and destroy him. Three key steps can be taken to weaken the Wormgod before the PCs confront him—they can destroy the Unlife Vortex under the Alhaster Boneyard that siphons negative energy into his prison, they can fight the despair his minions spread in Alhaster, and they can remove his high priestess Lashonna from the field of battle. Each of these steps further weakens the Wormgod, yet if the PCs take too long, Kyuss escapes fully from his prison and takes his place in the pantheon as the Lord of Worms, at which point nothing can be done to prevent the Age of Worms.

Adventure Hook

With Dragotha's defeat at the end of "Into the Wormcrawl Fissure," Balakarde's disjoined spirit reformed and went on to his final reward. Yet before he left the Material Plane, he paid a brief visit to his old friend Manzorian, to apologize for his actions in life and to inform him of the great deed the PCs have accomplished. This was a spot of good news in a time of darkness, for Manzorian and his allies recently learned of the developments in Alhaster. Manzorian contacts the PCs via a *sending* spell not long after Dragotha's defeat (certainly before the PCs leave the Tabernacle of Worms) and asks them to meet with him at Magepoint. If the PCs can't teleport, he casts a *teleportation circle* to their location after scrying upon one of them to bring them to his study.

PART ONE: FINAL PREPARATIONS

The PCs have been to Manzorian's study at least once before, at the start of the adventure "The Spire of Long Shadows." The long, airy chamber looks unchanged from their last visit, yet Manzorian, his agent Celeste, and his old friend Agath look haggard and worried. Manzorian asks for a brief accounting of the PCs' fight against Dragotha and congratulates them on his defeat. Yet woefully, they have no time to celebrate.

Manzorian informs the PCs that the city of Alhaster is under siege. Strange clots of green mist rise from the ground and undead monsters and immense worms stalk the city streets. Worse, the tower Prince Zeech was building has been completed with amazing speed (likely with the aid of powerful magic), and a vortex churns in the cloudy sky above the Spire. Divination spells have revealed that Kyuss will soon emerge into the Material Plane there, and when he does, the Age of Worms will begin.

The time for the final conflict has come, and it falls to the PCs to prevent the Age of Worms. Although the PCs may have already deduced or discovered some of this information, Manzorian explains how the new Spire of Long Shadows Zeech erected in Alhaster serves as a focus for the unholy energies the Wormgod needs to escape from the black monolith that imprisons him. His agents have made no attempt to hide the monolith—it rests atop the Spire at the highest point in Alhaster. The fact that the cult has so brazenly displayed this prison worries Manzorian greatly, since it implies they fear no chance of failure.

At this point, Manzorian suspects that Kyuss may be able to emerge from his prison for short periods of time, but he doubts the Wormgod can travel far from his monolith. Soon, he shall wholly emerge from the monolith to usher in the Age of Worms. The process of his freedom begun, he cannot be forced back into his prison again (he emerged prematurely 1,500 years ago, which is the only reason the druidic Order of the Storm managed to force him back into the prison at that time). In order to prevent the Age of Worms, Kyuss must be destroyed.

The PCs may balk at the prospect of slaying a deity, yet Manzorian urges them to take heart. Kyuss remains relatively weak after his centuries of imprisonment, and until he is fully freed he is a mere shadow of true divine power.

A powerful party, armed with the right gear and with the proper preparations, has more than a small chance of defeating him. Manzorian outlines three ways the PCs can further undermine Kyuss' strength before they confront him atop the Spire of Long Shadows in Alhaster.

Artifacts

Four of the artifacts the PCs have gathered during the campaign can be used in different ways to weaken Kyuss before or during the final battle. Manzorian recommends that the PCs take stock of these artifacts with bardic knowledge or Knowledge (arcana) to determine how they can be used. The DC for this check is given in parentheses after each artifact listed below.

Hand of Vecna **(DC 40):** Manzorian seems wary about the *Hand of Vecna* if the PCs chose to keep the dangerous artifact, but admits it may have some use against Kyuss. The presence of the artifact should allow Vecna to use it as a channel to shunt some of his power directly into the battle. The keeper of the *Hand* must strike Kyuss with the artifact in order to trigger this. When this occurs, the Hand itself vanishes, whisked away by Vecna to parts unknown. This unfortunately causes the death of the host (who can, of course, be restored to life with *true resurrection*, *wish*, or similar effects), but the blast of divine energy effectively stuns Kyuss for a few seconds, giving the rest of the party an entire round of actions to take against the Wormgod.

Rod of Seven Parts **(DC 35):** If the PCs chose to keep the fragment of the *Rod of Seven Parts* rather than turn it over to Manzorian in "The Spire of Long Shadows" (DUNGEON #130), he smiles at their foresight and presents them with a gift—the sixth fragment of the rod (recently liberated by Manzorian from an unruly pit fiend). Joining this fragment to the one the PCs already possess heightens the artifact's powers.

If the PCs traded Manzorian the rod fragment, he returns the fragment to the PCs to use in this last adventure, but does not have the second fragment to give to them.

A shadow of the power of the Wind Dukes resides in the *Rod of Seven Parts*, and although Kyuss is not one of the original enemies of the Vaati, the Rod is still a potent weapon against him.

Sphere of Annihilation **(DC 30):** The most potent artifact against Kyuss is one that the PCs don't yet possess—a *sphere of annihilation*. If they still have the *talisman of the sphere* from the Whispering Cairn, though, Manzorian tells them he has done some research into the nature of *spheres of annihilation*, and that while the exact effects of using one against a deity are unknown, at the very least contact with a sphere would weaken Kyuss greatly. Further, a *sphere of annihilation* would certainly help the PCs in other ways during the trials to come in Alhaster.

Manzorian then reveals to the PCs that he knows the location of a *sphere of annihilation* they might be able to commandeer by using the *talisman of the sphere*. If the PCs show interest, he leads them over to an easel in the corner of the room. The painting on the easel is covered with cloth, and as the PCs come near he pulls the cloth aside to reveal a lifelike painting of a green devil face carved into a stone wall. The devil's mouth gapes open, revealing inky darkness.

Characters who utilized one of Manzorian's paintings to teleport to Kuluth-Mar in "The Spire of Long Shadows" should quickly recognize the utility of this painting. If they don't, Manzorian explains. This painting depicts a *sphere of annihilation* within one of the most infamous dungeons in the world—the Tomb of Horrors. The painting itself is an aid in teleportation; a character who concentrates on the painting can then use magic like *greater teleport* to travel to the location depicted, even if he hasn't been to the location in question. The Tomb of Horrors is 1,800 miles southeast of Magepoint, in range of *teleport* cast by a spellcaster of at least 18th level.

Manzorian is willing to give the painting to the PCs so they can use it to teleport to the Tomb of Horrors at their leisure. He advises that they wait until the last possible moment to harvest the *sphere of annihilation*. While it would certainly aid them in their efforts against Kyuss' minions, its presence also draws a lot of attention. Certainly, a few of Kyuss' minions are capable of destroying a *sphere of annihilation* by casting *gate* on the *sphere* or using a *rod of cancellation* against it, so it would probably be best to limit the enemy's opportunities to destroy the *sphere* before the PCs use it against Kyuss.

If the PCs use the painting to travel to the Tomb of Horrors, the *sphere of annihilation* can be called forth from the maw of the green devil by a character using the *talisman of the sphere* to force it to move.

The Rod of Seven Parts

This great artifact of Law was forged eons ago by the Wind Dukes for use in their war against the Queen of Chaos. It was sundered into seven parts during the battle of Pesh, and its fragments scattered across the world. Over time, fragments of the *Rod of Seven Parts* have surfaced here and there, often in times of great need. Unfortunately, the *Rod of Seven Parts* remains unstable, and once its purpose is served it fragments anew, its components scattering, often returning to the site of Wind Duke tombs or ruins.

A nonlawful character who possesses a single segment of the rod must make a DC 17 Will save each week to avoid becoming lawful. A lawful character who holds a segment of the rod and thinks of it as part of a larger item can determine in what direction the next-larger segment lies by making a successful DC 20 Concentration check.

The powers of the two fragments available to the PCs at this time are as follows:

Sixth Fragment: *hold monster* 1/day
Seventh Fragment: *heal* 1/day
Both Fragments Joined: The user can *fly* (as the spell) at will, in addition to the base powers listed above. As long as the rod is carried (not necessarily held in a hand), the wielder gains a +20 insight bonus on attack rolls made against Kyuss.

The powers of the remaining fragments can be found on page 154 of the *Arms & Equipment Guide*.

CL 20th; Weight 1 lb.

Dealing With the Sphere

On first glance, giving the PCs access to a *sphere of annihilation* may seem like it might make this adventure a cakewalk. It certainly gives the PCs a major advantage, but keep in mind that this artifact is one of the most dangerous things in the game. If Kyuss' minions have the time to react to this development, one of them can certainly procure a *rod of cancellation* (a blessed angel can teleport to any large city, where the item can be purchased after 1d4 hours of searching).

Used against mobile creatures, it's best to resolve if the *sphere* hits any creature in a square it moves through or ends up in by having the controlling creature make a ranged touch attack against the threatened creatures; on a hit, the target is completely and utterly destroyed. If the *sphere* is uncontrolled, it can instead be avoided with a DC 20 Reflex save as long as the creature moves out of the way on its next action. A creature that voluntarilly ends its turn in a square occupied by a *sphere of annihilation* automaticaly comes into contact with the sphere.

Of course, a far more dangerous development is the real possibility that the sphere might fall into an enemy's control. As long as the PCs have control of the *talisman of the sphere*, this is an unlikely development. If the PCs go up against knowledgeable arcane spellcasting enemies (like Lashonna, for example), that NPC can make a DC 30 Knowledge (arcana) check to recognize the *talisman of the sphere* for what it is. With this knowledge, the NPC is sure to alert any allies, and attempts to seize control of the *talisman* can add a real element of stress and terror to any encounter. Even spells like *teleport object* that remove the *talisman* from play can cause problems, since without this advantage the PCs aren't necessarily guaranteed to be able to make opposed control checks to command the *sphere*.

In short, don't make things easy for the PCs if they decide to use this artifact in encounters other than the final battle against Kyuss.

The *sphere* initially resists being torn from the devil's mouth, and it takes a DC 60 control check to force it to do so. Since a control check made by someone with a *talisman of the sphere* is 1d20 + double character level + double character Int modifier, a DC 60 control check should be a relatively simple matter, given enough time. A failed check has no consequences until the sphere is free, so the controller can take 10 or take 20 on this check.

Once the *sphere of annihilation* is free, it can be controlled normally (see page 279 of the DUNGEON MASTER'S Guide). Of course, one final problem facing the PCs is how to transport the *sphere* back to Alhaster. The *sphere* is nothingness, and as such is not an object. Thus, it can't be affected by *teleport object*, nor does it accompany a teleporting controlling creature (since it cannot, by definition, be an attended object). *Gate* spells can work, since they create a physical link between two planes—by casting two, the PCs can move the sphere through the first *gate* to another plane, and then through the second into Alhaster (only by casting *gate* directly on the sphere does this spell have a chance to destroy the artifact). The sphere can also be sent into a *portable hole* (as long as care is taken for the *sphere* to not touch the sides of the hole!), which can then be folded up and transported by a teleporting character with ease. *Wish* cannot transport a *sphere of annihilation*. Other solutions to this problem doubtless exist, at the DM's discretion.

Against Kyuss, a *sphere of annihilation* has two possible uses. It can be used to annihilate either of his two artifacts (either the *Cowl of the Wormgod* or the *Mace of Kyuss*)—the loss of either of these artifacts significantly reduces the threat Kyuss poses to the PCs. A PC that attempts to use the *sphere of annihilation* directly against Kyuss may initially be dismayed that the *sphere* cannot immediately destroy him. Instead, each strike reduces his current hit points by half. If Kyuss is struck by the *sphere* when he has less than 200 hit points, he is destroyed, along with the *sphere* itself.

***Zosiel's Circlet* (automatic)**: A character who kept this circlet finds that it begins glowing soon after Dragotha is slain, and immediately understands that the potent magic within has finally fully awakened and that Zosiel's spirit now watches protectively over him. The circlet now functions as a *periapt of wisdom +6* as well as a *circlet of persuasion*. Furthermore, it protects the wearer with a constant *mind blank* effect. Zosiel wore the circlet eons ago in a different battle against godlike beings, and although the foes were different, his spiritual presence and aid grants the wearer of this circlet three specific benefits in any battles against Kyuss:

- Any weapons wielded by the wearer are treated as epic for the purposes of penetrating damage reduction. As a standard action, the wearer may impart this quality to any weapon he holds for at least one round. This quality remains with the weapon for one minute after the wearer drops the weapon or gives it to another creature.
- The wearer gains a +10 luck bonus on all saving throws made against spells and effects originating from Kyuss.
- The wearer is immune to Kyuss worm infestation, including worms that come from Kyuss' own body.

Fight Despair

Kyuss' faithful are small in number, even now on the eve of the Age of Worms. A deity must have faithful followers in order to exist, and once the new age begins, there will be no shortage of faith to fuel Kyuss' potency. At this early point, however, Kyuss is forced to draw upon lesser energies than faith to aid his emergence into the world. Just as he drew upon the faith of his cult 2,000 years ago to become a god, he now draws upon the fear and despair of Alhaster's citizens to empower his triumphant return.

By taking the time to aid the citizens of Alhaster against Kyuss' minions, to defeat several of the monsters his cult has unleashed upon the city, and to defeat Lashonna, the PCs can generate hope to oppose the despair Kyuss needs.

Part Two of this adventure details four encounters in Alhaster where the PCs can fight despair. By successfully completing three of them, the PCs can temporarily rob Kyuss of his divine traits.

Disrupt the Unlife Vortex

One thing Manzorian and his agents have noticed in their observation of the magical energies currently at work in Alhaster is the immense buildup of negative energy in the walls of the new Spire of Long Shadows. This spire is also infused with potent divine energy, so destroying it is likely impossible. Yet this negative energy is coming from a point elsewhere in Alhaster, from somewhere below the city's boneyard where an immense portal to the Negative Energy Plane is focused and directed at the Spire. If the PCs can discover what might be causing this flow of negative energy, they might be able to disrupt it. Cutting off the Spire's energy source probably won't win the day, but it'll certainly slow Kyuss down.

In truth, the negative energy is being focused on the Spire from an immense machine in a subterranean complex below the Boneyard that is connected to Lashonna's manor. The details of this complex and the machine are explored in Part Three.

Parting Gifts

The PCs may ask Manzorian and his allies to come with them, but unfortunately the archmage needs his allies to support the PCs in a different way. He knows that the defeat of Kyuss is the only way to stop the Age of Worms; if he escapes, things will only be delayed. With the aid of several powerful wizardly allies, Manzorian intends to travel to the Ethereal Plane near Alhaster where he and his allies will work a potent spell similar to a *dimensional lock*. The effects of this epic spell begin as soon as the PCs travel to Alhaster—once the spell begins, Manzorian and his allies can maintain its effects for a week. During this time, a *dimensional lock* spell encompasses the entirety of the city of Alhaster, although its effects apply only to Kyuss and his minions. Once Kyuss emerges as a god, the effects of this spell quickly become meaningless, but Manzorian hopes that it'll give the PCs a chance to put the Wormgod down. Certainly, it'll help keep his other minions from calling upon aid or escaping.

Before he leaves, Manzorian hands an arcane spellcaster in the group (or any character capable of using scrolls with Use Magic Device) a stack of three scrolls. Each scroll contains a single *wish* spell; a gift he took the time to prepare to give the PCs an extra edge in the adventure to come.

PART TWO: UNDEATH TO ALHASTER

Full details of the various sites of interest in Alhaster can be found in issue #131 of DUNGEON—if the PCs decide to explore a portion of the city not detailed in this chapter (or if you're simply looking for more information about the city in general) you should track down that issue's Backdrop article.

When the PCs arrive in Alhaster, they find the city in chaos. Riots throng in the streets where mobs of undead haven't claimed control. Some buildings burn while others shudder and collapse as immense green overworms burrow up through the foundations below. Plumes of foul green fog boil and churn throughout the city, obscuring entire blocks of buildings. There is no sign in the skies above of the ubiquitous Blessed Angels—it would seem that the erinyes guardians of the city have abandoned it. Yet despite these tragedies, the most impressive sight is Zeech's completed Great Project. The last time the PCs saw this structure it was little more than a squat ziggurat. Now, an immense tower rises from the ziggurat, stretching well over 750 feet into the sky. Dozens of strange pods and balconies line the edges of the tower, many of which are crumbled and ruined, and in the sky above the clouds spiral and churn like muddy water around a drain. Even the light seems wrong—gray and muted, as if the sun itself were loath to look upon this corner of the world.

This section presents four sample encounters, giving the PCs several opportunities to fight the chaos and despair that sicken the city. If the PCs can successfully complete three of these four encounters, they significantly weaken Kyuss' divine traits, as detailed in Part Four. Additionally, Lashonna's defeat (encounter **B2**) counts as a victory; by completing three of the encounters in this part and destroying the vampiric silver dragon the PCs can weaken Kyuss' divinty. Each time the PCs manage one of these victories, a tremendous storm of lightning erupts from the apex of the spire and Kyuss' enraged howl echoes down over the city below.

As Kyuss gains power, the nature of reality in Alhaster has warped. The following effects apply to all encounters in Alhaster and below it, and remain in effect until the end of Part Four.

Clouds: The spiraling clouds above churn and boil, threatening at any moment to unleash a downpour. Sunlight or moonlight filtering through the clouds is greatly diffused, casting the city itself with a pale radiance of muted colors and hazy shadows. Creatures normally harmed by sunlight (such as vampires) can move about with ease during the day, and no spell that affects the weather can alter the cloud cover.

Desecration: The negative energy that infuses Alhaster creates a city-wide *desecrate* effect. Charisma checks to turn undead take a –6 profane penalty, and every undead creature gains a +2 profane bonus on attack rolls, damage rolls, and saving throws. These bonuses are included in all stat blocks in this adventure, but be sure to add them to undead stat blocks in cases where short stat blocks are given. All undead creatures in Alhaster gain +2 hit points per Hit Die as well (this applies even to undead not created within this zone). *Animate dead* cast in Alhaster can create up to double the normal amount of undead. *Consecrate* can suppress this effect, but only for the spell's duration and only within the spell's area of effect. If the PCs destroy the machine in area **A2**, this effect immediately ends.

The Tomb Of Horrors

Although there's not really any time for the PCs to explore the Tomb of Horrors, DMs looking for more information on this iconic D&D dungeon should check out Wizards of the Coast's website, where a 3.5 conversion of this classic adventure can be found at www.wizards.com/default.asp?x=dnd/oa/20051031a.

Temples: Kyuss' taint has not yet infused the three primary temples in Alhaster; the Church of Kord, the Cathedral of Hextor, and the Scarlet Spire of Wee Jas. While imprisoned, Kyuss is hesitant to intrude upon the faithful of other deities. Until he is fully freed, these three locations remain safe from the worms and the undead that plague the streets and are not affected by the desecration that infuses the city.

Authority Checks

At several points during this adventure, the PCs are called upon to make authority checks. An authority check is 1d20 + the character's authority score. A character's authority score is equal to his Charisma bonus plus the number of authority points he accumulated during "The Prince of Redhand."

Characters who joined the campaign after "The Prince of Redhand" have an authority score equal to *half* that of the lowest authority score possessed by a PC who was on that adventure. If you haven't run this adventure, you can simply assign the PCs authority points equal to their Charisma modifiers. In this case, characters who have at least 5 ranks in Diplomacy gain +2 authority points, as do characters with at least 5 ranks in Intimidate or Knowledge (nobility and royalty), for a total possible bonus of +6.

A character's authority measures his reputation in Alhaster. These checks not only model the character's effectiveness at leading and providing morale and inspiration, but also determine the level of success in the following encounters.

Additionally, a character can make an authority check in Alhaster whenever he is called upon to make a Bluff, Diplomacy, Gather Information, Intimidate, or Sense Motive check against any of Alhaster's citizens. With a DC 20 check, he gains a +2 circumstance bonus on the associated skill check. For every 10 points by which he beats a DC 20 check, the circumstance bonus increases by 2, so if a character makes an authority check and gets a 43 as a result, he gains a +6 bonus on his associated skill check.

Event 1: Wrath of the Overworms (EL 21)

Run this encounter at any time the PCs are exploring or moving through the streets of Alhaster.

Suddenly, a nearby building lurches to the staccato sound of bursting timbers. Plumes of dust spray into the air around the house's foundation, and then again the structure shudders. The roar of the facade crumbling away pales in comparison to the roar of the immense green worms that have burrowed up into the building's core and now spill out into the street.

Creatures: The green worms are a pair of advanced overworms (Kyuss worms grown to immense proportions) that have been burrowing through the ground in search of prey. These worms are significantly larger than those seen elsewhere in the city. The building may have been an orphanage or an inn or a tavern, but the clot of humanity that huddled within is beyond salvation. What isn't are the mobs of panicked

citizens who watch in paralyzed fear and fascination as the monsters squirm up into the wan light, their mouth-filled heads seeking more food. A total of 20 citizens are close enough to the site to be in immediate danger, and if they aren't evacuated immediately, stories of unstoppable house-eating worms spread through the panicking citizens of Alhaster.

Advanced Overworms (2) **CR 19**

CE Colossal magical beast

Dungeon #130

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft; Listen +35, Spot +1

AC 31, touch 1, flat-footed 31

hp 480 (31 HD); **DR** 15/silver

Immune mind affecting effects, poison

Fort +29, **Ref** +16, **Will** +10

Spd 20 ft., burrow 20 ft., swim 10 ft.

Melee* bite +32 (6d6+48/19–20)

Space 30 ft.; **Reach** 30 ft.

Base Atk +31; **Grp** +66

Atk Options Awesome Blow, Improved Bull Rush, Power Attack, improved grab (bite), swallow whole

Special Atk call of the wormgod

*10-point Power Attack

Abilities Str 48, Dex 8, Con 30, Int 1, Wis 12, Cha 8

SQ obey the wormtouched, worm-infested

Feats Awesome Blow, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Improved Natural Armor (4), Power Attack

Skills Listen +35

Call of the Wormgod (Su) Once per round as a free action, an overworm can project this foul and cancerous will into other living creatures, targeting any one living creature within 120 ft. The target must make a DC 24 Will save or be stunned, its mind filled with the horrid visions that writhe within the divine consciousness of Kyuss. Each round at the start of its turn, the victim may attempt a new saving throw to end the effect as a full-round action that does not provoke attacks of opportunity. This is a mind-affecting effect. The save DC is Charisma-based.

Improved Grab (Ex) To use this ability an overworm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe on the following round.

Obey the Wormtouched (Su) Although they are nearly mindless, overworms unerringly follow simple commands given by other undead servants of Kyuss.

Swallow Whole (Ex) An overworm can try to swallow a grabbed opponent of at least one size category smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d8+16 points of crushing damage plus 6 points of acid damage per round from the worm's gizzard. The victim is also targeted by the worms that dwell in the overworm's body (see Worm-Infested, below). A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 20). Once the creature exits, muscular action closes the hole. Another swallowed opponent must cut its own way out. An overworm's gut can hold 2 Gargantuan, 8 Huge, 32 Large, or 128 Medium or smaller opponents.

Worm-Infested (Ex) An overworm is host to hundreds of smaller worms of Kyuss. Any creature that attacks an overworm with a natural weapon, unarmed strike, or light melee weapon must make a DC 24 Reflex save or a number of worms latch onto his flesh and begin burrowing into his body. The save DC is Dexterity-based. Once infested, the victim takes 1d6 points of damage per round for 1d4+1 rounds. At the end of that period, the worms reach the host's brain. While the worms are inside a victim, a *remove curse* or *remove disease* effect destroys them, and a *dispel evil* or *neutralize poison* effect delays their progress for 10d6 minutes. A successful DC 20 Heal check extracts the worms and kills them, although this check takes 1d3 rounds to perform and the worms may reach the brain before the Heal check succeeds. Once the worms reach the brain, the victim takes 2d4 points of Intelligence damage per round until the worms are killed (by *remove curse* or *remove disease*) or they slay the host (death occurs at 0 Intelligence). A Small, Medium, or Large humanoid slain by these worms rises as a sword of Kyuss (see *Dungeon* #130) 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature (or any non-humanoid creature) becomes a normal zombie of the appropriate size. Newly created undead are not under the overworm's control.

Tactics: The overworms initially have no reason to single out the PCs, but once they start taking damage, they focus their attacks solely on the last creature to damage them; they're nearly mindless in their actions. Even if the overworms aren't intentionally attacking panicked citizens, their sheer bulk, sprays of worms, and shrapnel from buildings as they crush and destroy kill people just as easily. Each round of combat, 1d6 of the 20 endangered citizens perishes. A DC 10 authority check made as a standard action is enough to get one endangered citizen to take cover; for each 5 points by which the check result exceeds 10, an additional citizen can be saved. Additional actions (such as *teleport*) can save more citizens.

Development: If the PCs can defeat the overworms with at least 15 surviving citizens from the initial group of 20, they may count this encounter as a victory.

This encounter is little more than a quick combat; you can generate additional encounters along these lines as you wish to give the PCs further chances to undermine the despair Kyuss needs to escape his prison. Consider using different monsters each time you run this encounter, such as mindkiller scorpions (*Dungeon* #134), hullathoins or advanced ulgurstastsas (*Fiend Folio*), or necronauts (*Monster Manual III*).

Event 2: A Clerical Dispute (EL 20)

At some point, the sound of church bells rings out across the city. A DC 10 Listen check is all it takes to discern that the ringing comes from the Church of Kord. As the bells continue to ring, nervous and hesitant clutches of citizens begin to desperately creep along the streets, drawn by the inferred promise of sanctuary.

If the PCs investigate, they find a large crowd growing in the area

between the three churches. As they arrive, feel free to have them recognize a few faces here and there from those they met during earlier visits to Alhaster; a good choice might be Lord Malaven Kilraven, who just led his family and servants over to the church from his estate to seek shelter.

The high priest of Kord, **Lanthis Chax** (CG male human cleric 6/fighter 2) is the one ringing the bells. As the PCs arrive, Lanthis judges he's gathered enough people and steps out on the steps in front of his church to address the crowd. He immediately begins doing his best to calm the crowd, and tries to organize a mass exodus of the city, pointing out that the Toilway (the primary street in Alhaster) so far remains clear of the insidious mist, and that if people move quickly, they can escape the city via the eastern gates. Lanthis also claims that it was Prince Zeech's madness that unleashed this terrible catastrophe on Alahaster. Lanthis's plan is dangerous, but the desperate crowd begins to buy into it until two other bands of clerics arrive on the scene, themselves drawn by the peal of the bells.

The first to arrive is a group of two dozen soldiers and warriors led by **Vierias Spatlepate** (LE male human cleric 7), the high priest of the Cathedral of Hextor. He counters Lanthis's plan by calling the priest of Kord a traitor, claiming that Zeech himself has come to the Cathedral of Hextor to lead mass and to call upon the patron deity of Alhaster for deliverance in these dark times. He promises salvation to those who join him in the Cathedral, and threatens doom and wrath to those who would so cowardly flee their homes. Ironically, the evil priest's advice is better than that offered by Lanthis, yet Vierias is a poor public speaker and his words find difficult purchase among the mob.

Not long after Vierias's arrival, the high priestess of the Scarlet Spire, the shrill and intense **Almerah Kosen** (LE female human aristocrat 3/cleric 10) appears on the scene. Her voice carries and cuts through the crowd as she offers sanctuary to those who can honor Wee Jas with the propper offerings—in essence, she's attempting to sell sanctuary to the highest bidders. She is attended by several lesser members of the church, many of whom appear to be quite uncomfortable about their mistress' offers of safety for money in a time of social crisis.

Unless the PCs intervene, the three priests continue to argue for the proper way to handle the crisis and the crowd grows increasingly desperate. The mob begins fragmenting, as each member chooses a side and tempers begin to flare. Within a few minutes, someone snaps and takes a swing at someone else, and in a heartbeat the mob erupts into a riot of violence. The three clerics panic; Almerah tries to flee back to the Scarlet Spire, Lanthis tries to calm the riot with words, and Vierias sends his soldiers in to establish order by force. Just when it seems things can't get worse, minions of Kyuss arrive (see Creatures, below).

The best solution to this problem is to break the crowd up into three groups, sending them to the church of their choice for sanctuary; the church of Kord and the Scarlet Spire can both shelter up to 50 people, while the Cathedral of Hextor can shelter up to 300 people. Other options exist as well; it's up to the PCs to decide what to do with the mob. Unfortunately, getting the crowd and priests to comply isn't easy.

The crowd consists of 200 terrified citizens. Normally, Diplomacy and Intimidate would serve to direct the crowd, but this mob is frightened and looking for leadership. In order to take control of the situation, the PCs must first establish their presence by making a DC 20 authority check. If they ally themselves with one of the three priests they receive a +4 bonus on their authority checks in this encounter. Once the PCs have established themselves as leaders, they can make additional DC 20 authority checks at the rate of one per minute (multiple characters can make multiple checks). Each successful check results in 20 people in the mob turning to that PC for leadership. For every 10 points by which an authority check exceeds this DC, an additional 20 citizens are attracted. Once the PCs have gathered the attention of as many citizens they wish, they can direct the crowd to disperse or take shelter. It'll take a crowd only a minute to disperse, or two minutes to file into one of the nearby churches.

Unfortunately, the PCs don't have much time to handle the crowd, since the minions of Kyuss won't be held back by their fear of holy ground for long.

Creatures: The proximity of the three churches in this region makes the area temporarily safe from Kyuss' minions, but only briefly. Ten minutes after this encounter begins, a nearby mob of undead finally succumbs to the tempting lure of so many living souls and launches an attack on anyone still remaining in the open.

This group of undead consists of a dozen Kyuss knights. The Kyuss knight is a powerful undead created by exposing humanoid creatures directly to the necromantic wrath of the Wormgod in a specially-prepared chamber in the Tabernacle of Worms. Until recently, only four Kyuss knights existed in the world, but Lashonna has been using the chamber in the Tabernacle to create dozens more of the dangerous undead. Unlike the four knights the PCs encountered in "The Spire of Long Shadows," these Kyuss knights do not have unique gifts of Kyuss; they all share the same potent abilities.

A Kyuss knight wears dark armor that hides much of its skeletal undead body from view. Small green worms infest their armor and flesh, and they wield terrible weapons known as executioner's maces. The Kyuss knight's most gruesome feature is its eyes, which have been replaced by the ravenous mouths of bloated worms. These worms can extend out to bite their enemies.

Kyuss Knight (12) **CR 13**

CE Medium undead

Init +4; **Senses** darkvision 60 ft.; Listen +21, Spot +21

Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 26, touch 10, flat-footed 26 (+10 armor, +6 natural)

hp 216 (16 HD); *fast healing* 10; **DR** 10/silver

Immune cold, electricity; undead traits

Fort +12, **Ref** +12, **Will** +19

Spd 20 ft. in armor (30 ft. base)

Melee* *+1 unholy executioner's mace* +24/+19 (2d6+17/×3) and

Executioner's Mace

This martial two-handed weapon was the favored weapon of executioners in Kyuss' ancient city of Kuluth-Mar. Kyuss himself wielded one of these terrible weapons, further increasing its popularity among his followers. An executioner's mace is a combination axe and mace fitted with a long spike, giving the wielder wide versatility in damage type.

Cost	Dmg (S)	Dmg (M)	Critical	Weight	Type
75 gp	1d10	2d6	×3	12 lb.	Bludgeoning and piercing or bludgeoning and slashing

2 bites +9 touch (1d4+11 plus 2d4 Intelligence drain)
Base Atk +8; **Grp** +17
Special Atk gifts of Kyuss
Spell-Like Abilities (CL 16th)
At will—*detect good*
1/day—*bull's strength*, *death knell* (DC 17), *protection from energy*
*5-point Power Attack

Abilities Str 28, Dex 10, Con —, Int 12, Wis 15, Cha 20
SQ dark blessing, martial calling, turn resistance +4, unholy toughness
Feats Cleave, Improved Initiative, Improved Sunder, Iron Will, Power Attack, Weapon Focus (executioner's mace)
Skills Concentration +19, Intimidate +24, Knowledge (religion) +20, Listen +21, Spot +21
Possessions +2 *full plate*, +1 *unholy executioner's mace*

Dark Blessing (Su) A Kyuss knight applies his Charisma modifier as a bonus on all saving throws.
Gifts of Kyuss (Su) These Kyuss knights possess two additional abilities granted by the Wormgod—they resolve attacks with their bites as touch attacks, and they have fast healing 10.
Intelligence Drain (Su) Anyone who is bitten by one of the Knight's "eyes" takes 1d4 points of Intelligence drain. The Kyuss Knight heals 5 points of damage each time it drains Intelligence from a creature.
Martial Calling (Su) A Kyuss knight gains a profane bonus equal to half its Hit Dice on all melee weapon attacks (but not on natural attacks).
Unholy Toughness (Ex) A Kyuss knight gains a bonus to its hit points equal to its Charisma modifier × its Hit Dice.

Tactics: The Kyuss knights can kill 3 citizens per round if left to their work, but if the PCs intervene the undead quickly realize they are the primary menace and coordinate their attacks. Kyuss knights are master tacticians, and take full advantage of flanking, higher ground, and sunder attempts as needed to defeat their foes.

Development: As long as the PCs defeat the undead and protect at least 150 of the citizens, they may count this encounter as a victory.

Event #3: The Deluxury Besieged (EL 20)

Run this event at any point the PCs are near an inn called the Deluxury. Alternately, you can have this event occur at any other location that the PCs may attempt to visit during this adventure. If you change the location, you'll need to change the NPCs endangered by the encounter. As the PCs near the location, a tremendous rush of fire explodes against the building's facade—the result of a *fireball* spell cast by one of the liches assaulting the building.

Creatures: The Deluxury is under attack by a group of undead led by a Kyuss knight named Rinn Graddah. His undead minions include a cabal of lich wizards and vampire shadowdancers. The band of undead are attended by over two dozen spawn of Kyuss as well. The *fireball* that attracts the PCs' attention signifies the start of the battle. The screams of terrorized aristocrats and commoners alike can be heard from within the building as the undead inexorably press the advantage. If not stopped, the undead quickly see to the infestation and death of all within, including the Deluxury's owner Arhmin and possibly several other allies of the PCs (including Professor Montague Marat, Shag Solomon, and Toris—the mercenary captain Vulras is elsewhere at this time [see Part Three]).

It should be obvious at a glance that the spawn of Kyuss themselves, while numerous, are not the primary menace. With a successful DC 30 authority check, a PC can (as a move action) direct and advise Arhmin and the others on how best to defend themselves against these undead while the PCs challenge the others. There are 20 people huddling in the Deluxury in all, and at the end of each round 1d6 of them are slain by the undead. Each round at least one PC makes a successful DC 30 authority check, the number of commoners slain drops to 1d4–1d6 (with results of zero or less indicating no one was slain that round).

If you don't have access to *Monster Manual II* or an earlier issue of DUNGEON that contains stats for the spawn of Kyuss, simply use wights in their place; in either case, these undead should have little to no impact on the combat. In fact, you can probably leave these minor undead out of the combat entirely—simply mention them now and then on the fringes of the primary combat to keep the flavor of the attack. Once the other undead are slain, you can assume the PCs defeat any remaining spawn with ease in a single round of combat.

Rinn Graddah, Kyuss Knight: hp 216; see page 61. Rinn Graddah's gifts include the supernatural ability to *see invisibility* at will and a spell resistance aura (SR 30) that applies to himself and any of his allies within 30 feet.

Liches of Kyuss (3): hp 96 each; *Monster Manual* 166.

Vampires of Kyuss (4): hp 116 each; *Monster Manual* 251.

Spawn of Kyuss (25): hp 37 each; *Monster Manual II* 186.

Development: As long as the PCs defeat the undead and protect at least 15 of the citizens within the Deluxury, they may count this encounter as a victory.

Event 4: The Breath of Kyuss (EL 20)

As part of the preparation for Kyuss' return, his cultists (at Lashonna's direction) have installed numerous "pods"

along the edges of the Spire of Long Shadows. As Kyuss draws near to the world, plumes of green mist (his divine breath) exhale from the monolith atop the spire, drifting down the outer edge to bathe these pods in his divine energies. The pods quickly matured in this mist, hatching into powerful outsiders spawned of Kyuss' breath. These creatures are known as broodfiends, and their sole purpose is to create areas of undead genesis on the Material Plane.

As the broodfiends invade Alhaster, they settled in numerous locations throughout the city. These locations quickly became infused with Kyuss' breath, and different-sized spherical patches of noxious mist filled these areas. The map of Alhaster shows these locations. At the center of each sphere of greenish mist lurks a single broodfiend.

Those who enter one of these regions must make a DC 20 Fortitude save or become nauseated for a round. A new save is required each round, although once a character makes the save he becomes accustomed to the smell and need not save again until he exits the mists and re-enters. The mist provides concealment (20% miss chance) to creatures five feet away, and total concealment (50% miss chance, cannot use sight to target) to targets further away than that. In addition, any dead bodies left in this mist eventually animate as undead (see the broodfiend's description for details).

Within each patch of mist, 1d6 groups of stubborn or terrified citizens huddle in basements and attics behind shuttered windows and locked doors. This keeps the mist out, but eventually the undead in these areas find these frightened locals and finish them off. These folk have gathered for safety in different locations in the area, and while they can be discovered by spells like *detect law* (the alignment most of Alhaster's locals share), *deathwatch*, or other divinations, they can also be called out by voice. Characters calling out for survivors must make a DC 20 authority check to convince a group to join them. Each 10 points by which this check exceeds DC 20 means an additional group comes forth. Making an authority check in this manner takes 10 minutes of work, and every 10 minutes brings a cumulative 25% chance that the broodfiend hears and comes to investigate.

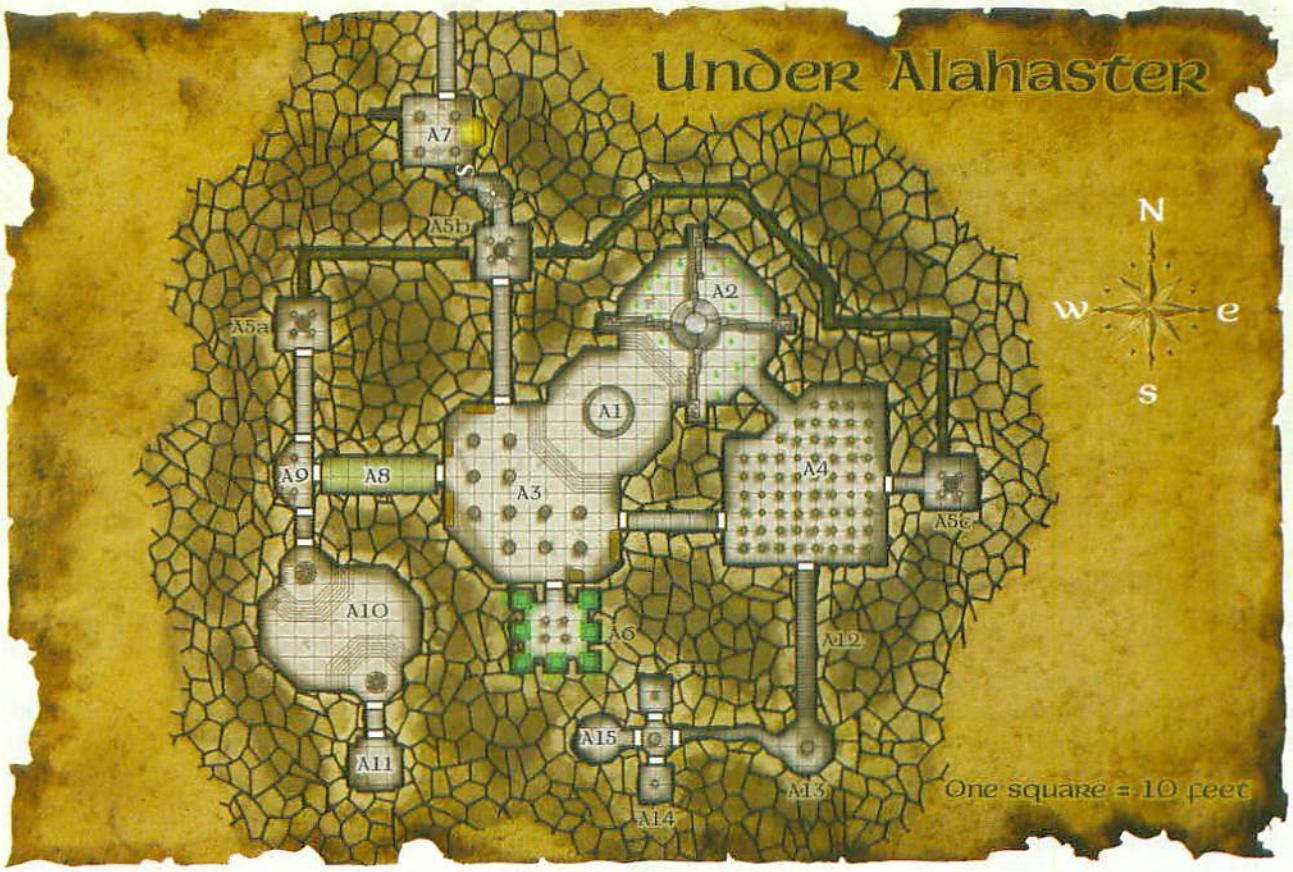
Creatures: Aside from the broodfiend at the mist's center, these areas are rife with undead. Feel free to have the PCs encounter groups of skeletons, zombies, spawn of Kyuss, or other forms of minor undead. These encounters shouldn't challenge the PCs, but they should impress upon them the need for action. Once a PC comes within 90 feet of the mist's center, the broodfiend notices them and quickly moves to intercept.

Broodfiend: hp 385; see Appendix.

Development: In order to count this encounter a victory, the PCs must *not* only defeat the broodfiend but must also successfully locate and evacuate at least half of the groups of citizens from the area (round fractions up).

You can run this encounter multiple times; when the PCs first arrive in Alhaster, there are 19 broodfiends in the city. Destroying one counts as a victory for the PCs in the fight against despair, but multiple strikes against the broodfiends have diminishing returns. Each successive victory increases the number of broodfiends that must be slain by two. If the PCs only fight broodfiends and avoid the other three events detailed here, they'll need to kill a total of 16 broodfiends in order to disrupt Kyuss' divinity. By the time the PCs have slain 4 of them, the cult takes note and sends assassins after the PCs in the form of a group of 6 11th-level lich wizards

Broodfiend



led by a Kyuss knight. If the PCs defeat this group and then manage to slay 10 broodfiends, Lashonna herself comes to finish them off.

PART THREE: THE UNLIFE VORTEX

The vampiric silver dragon Lashonna has dwelt in the region for decades. In that time, she's kept the truth of her undead nature secret from all of Alhaster's living souls, with the exception of a group of loyal avolakia minions. The avolakias are wormlike aberrations who serve Kyuss and feed on undead flesh. With their aid, Lashonna built a subterranean complex under her home, Mistwall Manor. The complex lies 120 feet underground, and stretches from the silver sorceress's home to Alahaster's Boneyard; not even the clerics of the Scarlet Spire know of this complex, though they have long tended to the needs of the graveyard. They mistakenly believe it is their work that keeps the place free of undead, when in fact Lashonna has simply kept them secured in her secret complex.

There are two ways the PCs can end up in Lashonna's underground hideout. Manzorian's investigation of the situation in Alhaster resulted in his discovery of the powerful negative energies being channeled by the Unlife Vortex in area **A2**. Once the PCs are aware of this portal, they can use spells like *find the path* to locate the most direct route to area **A2**. Alternately, the PCs could ask the clerics of the Scarlet Spire about the possibility of a complex below the boneyard (no one else has the slightest inkling that these chambers exist). If the Wee Jas clerics can be made helpful (their initial attitude is unfriendly unless the PCs have already established a rapport with them), one of the clerics admits that there may be some chambers below. This cleric can lead the PCs to area **A16** of the complex, explaining that the tomb within has been kept sealed by the church for years. Alternately, the PCs could simply explore the region for the entrance. If the PCs suspect Lashonna, they might decide to search her manor for an entrance to the dungeon. Two exist from her estate grounds; a secret door in her cellar and a hidden stairwell under a large statue of a wyvern in her garden. Both of these entrances are extremely well-hidden (Search DC 40 to locate), *arcane locked* (caster level 15th), and trapped with *greater glyphs of warding*. In addition, both of these entrances are protected by a mental *alarm* spell cast by Vulras (see area **A7**).

***Greater Glyph of Warding* (Spell):** CR 7; spell; spell trigger; no reset; spell effect (*harm*, 15th-level cleric, 150 points of damage, DC 22 Fortitude save half damage); Search DC 31; Disable Device DC 31.

There's one other way the PCs can find themselves in Lashonna's dungeon. In "Into the Wormcrawl Fissure," they may have discovered a bejeweled ring of silver set with star sapphires that bears Lashonna's seal. This ring was used by one of her vampiric minions before Dragotha destroyed the halfling vampire. The ring radiates strong conjuration magic, and is in fact a "key" of sorts, allowing the wearer and anyone touching him to *teleport* directly into Lashonna's sanctum below the Alhaster Boneyard. Activating

the ring requires a command word that can be divined with a bit of research or a spell like *vision* or *legend lore*. Lashonna knows her vampiric minion has been destroyed, but the fact that Dragotha hasn't yet used this ring to invade her sanctum gives her heart that it hasn't yet been found. Nonetheless, she's arranged a nasty surprise for the next person to use this ring to pay her a visit. Characters who use this method to enter the dungeon appear in the magic circle in area **A1** and are immediately attacked, as described in that encounter.

Lashonna's Dungeon Features

Unless noted otherwise, the ceilings in the complex are 20 feet high. The walls are hewn from stone and finished with smooth tiles. Most doors of the complex are made of wood reinforced with steel and are perfectly functional. The corridors and some rooms are lit by everburning torches, while other chambers have some magical means of illumination. All of the blanket effects caused by Kyuss' proximity extend to these chambers. Additionally, Lashonna has installed three other security features in her lair.

- Spells and spell-like abilities of the teleportation subschool cast by living creatures attempting to teleport into or out of the complex must be cast with an additional series of somatic components. These components increase the casting time of the spell to one full round. The exact components required are a closely guarded secret—powerful divination magic could reveal them, as could a successful interrogation of one of Lashonna's minions capable of teleporting. Failure to utilize these additional somatic components means that the caster must make a DC 35 level check. Success indicates the teleportation spell functions normally. Failure indicates that the spell instead redirects the character to the magic circle in area **A1**. If the target of the spell is out of range of this area, the teleportation spell instead simply fails.
- The entire complex is protected by a permanent *screen* spell (caster level 18th). This screen does not disguise the dungeon's appearance to on-site observers, but anyone who attempts to scry upon the areas within automatically show only blackness, as if the area were solid stone.
- An *unhallow* spell (caster level 15th) protects the entire site. All creatures within are protected by a *magic circle against good* effect, and turning checks made to turn undead take a –4 penalty. Turning checks to rebuke undead gain a +4 profane bonus. Finally, all worshipers and minions of Kyuss within the complex gain a constant *freedom of movement* effect.

A1. Teleport Entry

This is a spacious underground hall. The humid, heavy air reeks of mold and death. The chamber itself is a seventy-foot-wide octagonal platform under a fifty-foot-high domed ceiling. Thousands of blue and green semi-precious stones are embedded in the tiled stone floor to form a thirty-foot-wide magical circle of arcane ciphers in the platform's center. Two diametrically opposed arcades lead to grandiose chambers to the northeast and southwest. The one to the southwest is lit by reddish glass lamps and looks like a bizarre workshop. The other one, spangled by strange green bonfires, is similar to a domed warehouse and contains a colossal cranelike machine.

The magical circle in the middle of the chamber was once a permanent *teleport circle* that was linked to several magic rings Lashonna gave to her favorite minions. Recently, she altered this portal to be a potent magical trap. Now, anyone who uses those rings to travel here (as well as those who improperly cast teleportation spells) are redirected to this circle.

The circle itself functions as an *antilife shell*, and prevents the passage of all living creatures. Such creatures that appear inside the circle cannot physically leave the circle. The circle should be treated as a magic item with caster level 13th for the purposes of resolving *dispel magic* attempts against it. The circle can be destroyed by physical damage as well, but simply damaging the circle does not bring down the *antilife shell*.

As long as the Unlife Vortex (area **A2**) functions, the area inside this circle is infused with negative energy. Living creatures in the circle take 10 points of damage per round they remain in the circle (Fortitude DC 20 negates), while undead creatures are healed of 10 points of damage per round they remain in the circle.

Magic Circle: Hardness 10; hp 200.

Development: If the PCs make no attempts to hide, or if they simply teleport into the magic circle, check to see if the ghosts in area **A2** or the liches in area **A3** notice. Characters who make no attempt to hide are noticed automatically. The undead take full advantage of the fact that they can move through the magic circle at will, and of the fact that when they are within it they heal damage. For the most part, the undead remain outside of the circle and use spells to attack the PCs at range.

Alternately, if the PCs encounter the undead in areas **A2** and **A3**, the undead may retreat to the circle to use the same tactic, using the circle as protection while they use ranged attacks and spells from within against characters outside its rim.

A2. The Unlife Vortex (EL 21)

A circle of thick metal pillars supports the seventy-foot-high ceiling of this enormous chamber. Four massive mechanical arms extend from niches in the walls at the cardinal points to the center of the chamber, where they connect to a thirty-foot-wide platform with a chain and pulley system. This machinery is evidently meant to raise the platform within the circle of pillars, although no apparent place for it to go is visible in the ceiling above. The green light that illuminates the chamber comes from a dozen ghostly bonfires lit on the floor around the platform. The flickering flames of the bonfires form haunting designs in the air. In the space just above the central platform floats a whirling vortex of black wind shot through with red lightning.

The green bonfires scattered in the chamber are manifested ghostly flames. They shed light but no warmth, and give the chamber an eerie (but harmless) glow.

The arcane machinery in this room was built by Lashonna and a small army of avolakia priests to serve as a transportation device. It was with this device that the cult was able to reach out to the Wormcrawl Fissure and teleport the monolith of Kyuss' prison from the Writhing Sanctum to its new home atop the Alhaster Spire of Long Shadows. After this, the cultists quickly rebuilt and refocused the machine's energies, transforming it into a device called an Unlife Vortex. The procedure required the four avolakia priests to give their lives and become ghosts, a sacrifice they made willingly.

Now, the machine serves as a siphon of sorts. The whirling black vortex is actually a pinpoint-sized portal to the Negative Energy Plane, and the machine amplifies and directs this energy directly into the Spire of Long Shadows to aid in Kyuss' emergence. Any living creature that stands within ten feet of the vortex gains 1d6 negative levels each round; a *living creature* that comes into contact with the vortex gains 2d6 negative levels each round. It's a DC 25 Fortitude save to remove these negative levels. Undead creatures within ten feet are instead healed 20 hit points of damage per round; those in contact with the vortex regain 100 hit points per round.

The machine is horrifically complex to use. A set of intricate controls consisting of dozens of levers and knobs can be found at the base of each arm. A DC 40 Knowledge (arcana) check allows a character to decipher the controls after ten minutes of study. The character can use the controls to cause the Unlife Vortex to do one of four things. Manipulating these levers is a full-round action

1—Deactivate the portal.

2—Activate the portal, providing it has been deactivated no longer than one minute. If the portal remains deactivated for more than a minute, the connection between planes "scabs over" and a complex series of rituals and spells are required to restore it.

3—Summon 1d6 nightwing nightshades (*Monster Manual* 197). The nightwings are not under the user's control, and immediately attack any living creatures they sense. This function can only be used once a day. The summoned nightwings remain for 1 hour before returning to the Negative Energy Plane.

4—Overload the portal. This causes the vortex within to expand at the rate of five feet per round, and makes the entire machine shake tremdously. After eight rounds, the vortex fills the entire chamber. On the ninth round, the entire machine implodes. Any creature in this room immediately takes 20d6 points of crushing damage and is transported to the Negative Energy Plane. A DC 25 Reflex save halves the damage and prevents planar transport. The portal seals after this implosion, as if it had been deactivated for more than a minute (see above).

A character who doesn't understand the controls can attempt to blindly manipulate the controls. Doing so has a 20% chance per round of randomly activating one of the above four effects. The machine itself can be destroyed via damage, but if it is destroyed, the vortex in the center immediately overloads as detailed above.

Once the machine is destroyed or the Unlife Vortex is closed, the defenses of the new Spire of Long Shadows are reduced and when Kyuss does emerge

from his monolith, he will be weakened by the lack of negative energy to support his first few moments of freedom. If the PCs destroy the Unlife Vortex, the desecrate field over the city of Alhaster vanishes. This impacts the stats of all undead in Alhaster as appropriate (see page 58).

Unlife Vortex Machine: Hardness 16; hp 360; Break DC 36.

Creatures: This chamber is tended by the four avolakia ghostpriests that aided Lashonna in the Vortex's creation. The ghosts have little to do now but guard the chamber; they hide within the ghostly flames, emerging to attack anything that attempts to meddle with the machine, or if they notice living creatures appear in the magic circle in area **A1**.

AVOLAKIA GHOSTPRIEST (4) **CR 17**

Ghost avolakia cleric 10 (Kyuss)
NE Large undead (incorporeal, shapechanger)
Monster Manual 117, *Monster Manual II* 29
Init +3; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Avolakia, Draconic, Undercommon

AC 26, touch 22, flat-footed 23
hp 170 (20 HD); fast healing 4
Immune cold, disease, energy drain, paralysis; undead traits
Resist fire 10; **SR** 21
Fort +16, **Ref** +11, **Will** +27

Spd fly 30 ft. (perfect)
Melee draining touch +18 touch (1d4 ability point drain) or
bite +20 (2d6+7 plus poison against ethereal foes) and
8 claws +18 (1d4+4 against ethereal foes)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** —
Atk Option smite 1/day (+4 attack, +10 damage)
Special Atk death touch 1/day (10d6 damage), rebuke undead 11/day (+10, 2d6+18), *suggestion*, telekinesis
Spells Prepared (CL 10th, +18 touch)
5th—*mass cure light wounds* (2), *flame strike* (DC 26), *slay living*[D] (DC 27), *wall of stone* (DC 26)
4th—*air walk*, *cure critical wounds*, *death ward*[D], *freedom of movement*, *sending*, *spell immunity*
3rd—*blindness/deafness* (DC 25), *contagion*[D] (DC 25), *cure serious wounds* (3), *dispel magic*, *magic circle against good*
2nd—*cure moderate wounds* (2), *death knell*[D] (DC 24), *enthrall* (DC 23), *hold person* (DC 23), *resist energy*, *silence* (DC 23), *spiritual weapon*
1st—*command* (DC 22), *cure light wounds* (4), *divine favor*, *inflict light wounds*[D] (DC 23), *sanctuary* (DC 22)
0—*cure minor wounds* (2), *guidance*, *mending*, *read magic*, *resistance*
D Domain Spell; **Domains** Death, Destruction
Spell-Like Abilities (CL 14th, +18 ranged touch)
At will—*chill touch* (DC 19), *cause fear* (DC 19), *detect magic*, *disrupt undead*, *gentle repose*, *ghoul touch* (DC 20), *halt undead* (DC 20), *mage hand*, *read magic*, *spectral hand*
3/day—*animate dead*, *create undead*, *enervation*, *quickened vampiric touch*

Abilities Str 20, Dex 16, Con —, Int 14, Wis 32, Cha 30
SQ alternate form, defensive aura, manifestation, rejuvenation, spontaneous casting (inflict spells), +4 turn resistance
Feats Combat Casting, Combat Reflexes, Craft Wondrous Item, Improved Initiative, Multiattack, Quicken Spell-Like Ability (*vampiric touch*), Spell Focus (necromancy)
Skills Bluff +21, Concentration +17, Diplomacy +12, Knowledge (religion) +22, Sense Motive +24, Spellcraft +15
Possessions *bracers of armor +4*, *periapt of Wisdom +4*

Alternate Form (Su) An avolakia ghost can change shape into any ghostly humanoid creature at will. It can remain in its assumed form indefinitely. While in humanoid form, the avolakia loses the benefits of its protective slime and no longer has fire resistance 10.
Corrupting Gaze (Su) 2d10 points of damage plus 1d4 points of Charisma damage, 30 feet, Fortitude DC 30 negates.
Defensive Aura (Su) An avolakia gains a deflection bonus to its Armor Class equal to its Charisma bonus.
Draining Touch (Su) An avolakia ghost drains 1d4 points from any one ability score it selects when it touches a living target. On each such successful attack, it heals 5 points of damage.
Manifestation All of these ghosts are manifested, and as long as the dimensional lock created by Manzorian persists, they cannot deactivate this power.
Poison (Ex) Injury, Fortitude DC 24, initial damage 1d6 Wisdom, secondary damage 2d6 Wisdom.
Rejuvenation (Su) A destroyed avolakia ghost restores itself in 2d4 days. The only way to truly destroy an avolakia ghost is to destroy the Unlife Vortex.
***Suggestion* (Sp)** When in humanoid form, an avolakia can implant suggestions with its melodious and hypnotic voice. By speaking soothingly to a single creature within 50 feet, the avolakia can create an effect identical to that of a quickened *suggestion* spell (caster level 10th, Will save DC 28). An opponent in eye contact suffers a –2 penalty to the saving throw. An avolakia can use this spell-like ability a number of times per day equal to its Charisma modifier.
Telekinesis (Su) An avolakia ghost can use *telekinesis* as a standard action (caster level 20th), once every 1d4 rounds.

Tactics: Apart from using their special abilities and spells, these ghosts find it greatly entertaining to use *telekinesis* to lift up and move living creatures into the Unlife Vortex.

A3. Statuary Workshop (EL 19)

Lit by spherical lamps of reddish glass mounted on tall tripods, this irregular, forty-foot-high hall seems to be a huge statuary workshop. Models of building components and body parts carved in white marble and greenish granite lie scattered here and there. Among heaps of discarded and raw materials near the middle of the hall stands a large sculpture of a humanoid figure. A huge bookshelf of stone stands against the southwest wall. Several large workbenches with alchemical equipment and the tools of sculptors sit at the foot of the pillars that support the vaulted ceiling.

This workshop is where avolakia sculptors created the pods used to spawn broodfiends, as well as the devil-summoning statues found in the Wormgod's Tower. The humanoid statue is an unfinished sample of these devil-summoning statues (see area **B1**). The finished sculpture would represent the live Kyuss as the PCs saw him in the visions of "The Spire of Long Shadows."

The bookshelf contains parchment rolls and terracotta tablets, each containing dense writing in Avolakia. Also present are many well-made charcoal studies of notable characters in the world, including some of Manzorian, Zeech, and even the PCs. Each is signed "Lashonna" in Elven. A DC 15 Spot check on one of the sketches, in which Zeech is shown beheading a humanoid monster, reveals a note in Infernal (written by Buldumech, a pit fiend associate of Lashonna's, see Area **A11**). The note says: "This is not good! Don't carve this one!"

Skimming the contents of the avolakia writings, the PCs can find three documents, which refer to the main "products" of the laboratory.

Document 1 (Search DC 20): Grotesquely stylized sketches of the broodfiend pods, hollow statues where a body infested with Kyuss worms can develop into a broodfiend. These documents grant a +10 circumstance bonus on Knowledge (the planes) checks made to note information about broodfiends.

Document 2 (Search DC 25): These sketches illustrate the devil-summoning statues now active in the Spire. A DC 30 Knowledge (arcana) check is good enough for the reader to fully understand how these statues work (see area **B1**).

Document 3 (Search DC 35): This is a blueprint of the machine in area **A2**. This blueprint grants a +10 circumstance bonus on any skill checks made to manipulate or examine the machine.

Creatures: The laboratory is manned by eight liches, each working diligently at finishing the uncompleted devil-summoning statue. They immediately attack any intruders, retreating to the magic circle in area **A1** if possible.

Liches of Kyuss (8): hp 96 each; *Monster Manual* 166.

A4. Broodfiend Pod Storage

The ceiling of this vast, thirty-foot-high chamber is supported by a square array of green marble pillars ten feet apart from each other. The stone floor is covered in a multitude of dragging scores and dents. This vast area is almost empty, with just a few ten-foot-tall strange statues against the walls. The statues resemble stubby, winged monsters curled into fetal positions with boneless limbs and oversized, sphincterial mouths.

This chamber has been used throughout the construction of the Wormgod's Tower as a storage room for the broodfiend pods, special receptacles for the generation of the broodfiends.

The pods remaining here are empty, but ready for use to create further broodfiends if necessary. The Wormgod's Tower required 120 pods (most of the broodfiends did not remain in the area, instead winging off into the world to other locations where Kyuss' cult is strong) but the cultists built these 27 additional pods as spares.

The walled-up door to the south is obvious, but the PCs must break through it to gain access to the stairway beyond.

Walled-up door: Hardness 5, hp 120, Break DC 26.

A5. Pit Rooms (EL 20)

In the middle of this square room is a five-foot-wide circular drain hole with a metal cover. The air here smells of a revolting mix of mud, blood, and decay.

There are three rooms like this one in the complex (areas **A5a**, **A5b**, and **A5c**). The 100-pound drain cover is made of cast iron, and can be lifted to reveal a 50-foot drop into a narrow passage flooded with slimy water at sea level. Ten feet under the drain cover, a 7-foot-tall side tunnel opens in the wall of the pit. The tunnel is five feet wide and goes eastward from area **A5a**, passes through area **A5b** and connects with the pit in area **A5c**. These pits are used to dispose of waste, and the tunnel that connects them is guarded by undead stationed here to prevent intrusion from the underwater caves below.

Creatures: The cultists enslaved six ancient crimson deaths and transported them here to serve as guardians. The misty undead creatures appear as ghostly humanoid forms with long tendrils for fingers. Blood-drinkers, when a crimson death feeds, the blood of its victims changes its coloration to a glossy scarlet. These monsters do not pursue foes out of this tunnel into the complex above.

Evolved Crimson Death (6) **CR 15**
NE Medium undead (incorporeal)
Monster Manual II 53, *Libris Mortis* 100
Init +12; **Senses** darkvision 60 ft.; Listen +32, Spot +32
Languages Common

AC 25, touch 25, flat-footed 17; Dodge, Mobility
hp 169 (26 HD); fast healing 3
Immune undead traits
Fort +10, **Ref** +18, **Will** +20

Spd fly 30 ft. (perfect)
Melee 2 tendrils +21 touch (blood drain)
Base Atk +13; **Grp** +21
Atk Options Combat Expertise, Spring Attack, sieze
Spell-Like Abilities (CL 26th)
1/day—quickened *cloudkill* (DC 21)

Abilities Str —, Dex 27, Con —, Int 19, Wis 16, Cha 22
SQ *lift*
Feats Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Quicken Spell-Like Ability (*cloudkill*), Spring Attack, Stealthy
Skills Concentration +29, Hide +39 (+47 in fog, +43 in fog after feeding), Knowledge (nature) +33, Knowledge (religion) +33, Listen +32, Search +33, Spot +32, Tumble +22

Blood Drain (Ex) A crimson death deals 1d4 points of Constitution damage each round its target remains seized.
***Lift* (Sp)** As a free action, a crimson death can telekinetically lift a creature or object weighing up to 300 pounds. This ability works like *telekinesis* (caster level 12th), except that it works only on an opponent already seized by the crimson death. Against a struggling opponent, use of this ability requires a successful grapple check.
Seize (Ex) When a crimson death makes a successful tendril attack, the tendril wraps around its opponent. The two creatures are not considered to be grappling, but the opponent must make an Escape Artist or grapple check against the crimson death's grapple check in order to escape its telekinetic grip. Once a crimson death seizes a creature it can immediately attempt to *lift* him and

drain blood. The crimson death's grapple check is modified by its Dexterity score.

Treasure: At the midpoint between areas **A5b** and **A5c** lies a lone sahuagin corpse, a scout from a larger tribe that discovered these tunnels by accident while searching for a secret route into Alhaster's sewers. The long-dead body still wears a pair of bracelets of gold encrusted with pearls (worth 1,000 gp), an *amulet of health +4* bearing the image of a hammerhead shark, and the coral scabbard of a broad-bladed knife (worth 100 gp). A DC 20 Search check near the corpse also locates a *+3 undead bane ghost touch punching dagger* with a blade shaped like a giant shark tooth; the blade was unfortunately not enough to save the sahuagin from an attack by six evolved crimson deaths.

A6. Breakroom (EL 5)

A soft light emanating from seven niches in the walls lights this wet, square room. The niches contain square pools filled with foul, yellowish slime. The ceiling in the room is covered with magical, multicolored mosaics that reflect light in shifting, abstract patterns. Soft, alien, haunting music fills the room.

Before they sacrificed themselves, the avolakia priests used this chamber to relax, watching the shifting mosaics for mediation and entertainment purposes. Any PC looking at the mosaics and listening to the music feels increasingly uncomfortable. A character that remains in this room for more than five consecutive rounds must make a DC 25 Will save or become *confused* for 1d6 rounds. This effect functions at caster level 15th.

A7. Guardpost (EL 20)

This chamber looks like a well-furnished guardroom, with a long wooden table and several weapon racks. A large, lit fireplace stands in the east wall. A set of closed double doors looms in the middle of the north wall, and a narrow stairway leads up to the west.

This guardpost watches the junction between Lashonna's estate and her dungeon complex. Whereas she's content that the trap at area **A14** is enough to prevent intruders from the Boneyard, she instead opted to install several guards at this location to prevent entry into the dungeon from this point.

Creatures: One of Lashonna's latest conquests was the human mercenary Vulras. The PCs last met Captain Vulras at Prince Zeech's gala in "The Prince of Redhand," and they may have formed an alliance with the mercenary during that event. Unfortunately, Vulras is now a changed man—after she seduced him, Lashonna turned him into a vampire.

She grew tired of the vampire ranger quickly thereafter, and as a result he suffered the same fate all of her vampiric lovers eventually meet. Vulras has been tasked with guarding one of Lashonna's many secrets; in this case, the main entrance to her dungeon complex. Vulras remains completely loyal to his mistress, yet he still struggles with memories of his previous life and despair that it was something he did (or failed to do) that resulted in him being abandoned to this guardpost with three of Lashonna's shadowdancer vampire guardians.

All four of the vampires hide in the shadows near the four pillars in this room, and have prepared actions to charge any intruders that enter.

Vulras, like all other vampires in this adventure, keeps his coffin in a large chamber below Lashonna's manor.

Vulras
CR 18
Male human vampire rogue 7/ranger 9
CE Medium undead
Init +6; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Common

AC 28, touch 16, flat-footed 28; Dodge, uncanny dodge
hp 136 (16 HD); fast healing 5; **DR** 10/silver and magic
Immune vampire traits
Resist cold 10, electricity 10
Fort +12, **Ref** +19, **Will** +9; evasion
Weakness vampire weaknesses

Spd 30 ft.; spider climb
Melee *+2 orc bane bastard sword* +24/+19/+14 (1d10+11/17–20) and *+2 short sword* +24/+19 (1d6+7/17–20) or *+2 orc bane bastard sword* +24/+19/+14 (1d10+11/17–20) and slam +23 (1d6+5 plus energy drain)
Ranged mwk composite longbow +21/+16/+11 (1d8+7/×3)

Vulras

Base Atk +14; **Grp** +21
Atk Options favored enemy (orc +4, giant +2), sneak attack +4d6
Special Atk blood drain, children of the night, create spawn, dominate (DC 21)
Combat Gear *wand of barkskin* +3 (27 charges), *potion of fly*, *potion of displacement*
Spells Prepared (CL 4th)
1st—*alarm* (both already cast)

Abilities Str 25, Dex 18, Con —, Int 12, Wis 14, Cha 17
SQ alternate form, animal companion (hawk named Aldark, not present at this time), gaseous form, swift tracker, trap sense +2, trapfinding, +4 turn resistance, wild empathy +10, woodland stride
Feats Alertness, Dodge, Endurance, Exotic Weapon Proficiency (bastard sword), Improved Critical (bastard sword, short sword), Improved Initiative, Improved Two-Weapon Fighting, Lightning Reflexes, Quick Draw, Track, Two-Weapon Fighting, Weapon Focus (bastard sword, short sword)
Skills Bluff +25, Climb +17, Hide +22, Intimidate +20, Jump +17, Knowledge (local) +11, Knowledge (nature) +10, Listen +12, Move Silently +22, Search +28, Sense Motive +18, Spot +12, Survival +21, Swim +17
Possessions combat gear, *+4 leather armor*, *+2 orc bane bastard sword*, *+2 short sword*, masterwork composite longbow (+7 Str) with 20 arrows, *ring of protection +2*, *amulet of health +4*, *belt of giant strength +4*, *gloves of Dexterity +2*

Vampire Shadowdancers (3): hp 116; *Monster Manual* 251.

Tactics: The vampire shadowdancers take advantage of their ability to hide in plain sight and make Spring Attacks to support Vulras, who picks a single target (preferably a half-orc) to focus his wrath upon. As he fights, Vulras openly weeps in anger and despair, calling out to Lashonna in the vain hope she'll hear and see how he fights in her honor.

Development: Vulras is in Lashonna's thrall, but he's not completely under her control. If the PCs attempt to play to a past relationship they may have had with him, allow the character to make a DC 50 Diplomacy check to get through to him. That character may augment this check with an authority check (see page 58). Success indicates that, for a few moments at least, Vulras' remaining shreds of humanity return. He'll aid the PCs in fighting against the other shadowdancers, but if not cured of his vampiric condition soon, he abandons the PCs to seek out Lashonna on his own to confront her. The silver dragon vampire has little trouble destroying him in such an event. If the PCs manage to restore him to life (by destroying his vampiric body and then using *miracle*, *true resurrection*, or *wish*), Vulras can provide them with aid as best he can. He knows quite a bit about Lashonna's plans, and can provide what advice you deem appropriate to the PCs. He's never been through the secret door in this room, and thus knows nothing about the contents of the rest of this dungeon complex.

A8. Hallway of the Worm (EL 17)

The floor of this thirty-foot-high hallway is decorated with a luminescent mosaic of various shades of green. The design of the floor resembles a five-foot-thick segmented worm crawling on a pattern of five-foot-wide squares. Highly stylized monochrome mosaics on the north and south walls show a procession of wormlike monsters marching through the room. These figures move in a sinuous path, following the body of the segmented worm and leaving a trail of slime behind them.

The mosaic floor is a huge trap, and only the avolakias can traverse it safely, thanks to the slime exuded from their horrid bodies.

Trap: This trap activates when any creature that does not exude avolakia slime moves through the room (even if via flight or while ethereal). When a character approaches within ten feet of these squares, thin streaks of blue energy crisscross the floor in the squares, rising into the air to caress the creature with a harmless tingle. Anyone who actually attempts to move through the room immediately triggers the trap.

The trap triggers after a slight delay, allowing an intruder to take a full round of actions. At the end of the creature's turn, a number of spells activate and strike the intruder, depending on which squares the intruder passed over. Each light green square passed over triggers a maximized *lightning bolt*. Each dark green square triggers an empowered *cone of cold*. And each worm square passed over triggers an *energy drain*. A single square can only trigger one spell per character per round, so a character who simply moves back and forth between a light green and a worm square is only hit by a single maximized *lightning bolt* and *energy drain* at the end of his turn. If a character moves in a straight line through the room, he'll step on 10 random squeares. If he follows the worm's path, he steps on 14 *energy drain* squares.

If a character triggers spells but ends his turn in an area where the triggered squares don't have line of effect to him, the triggered spells instead target any creatures that are still in range, selecting targets randomly. The spells may fire multiple times in a single round, but again, only once at any one creature—unless that creature is randomly targeted.

Each square is a separate trap (and thus must be disarmed separately), but the traps are linked. Disarming a trap (either by magic or skill) brings a chance of triggering all adjacent trap squares. Trapped squares that are triggered in this way affect random targets. If a trap is disarmed by magic, the chance of an adjacent trap activating is 50% (check separately for all adjacent squares). If a trap is disarmed with Disable Device, the chance of an adjacent trap activating is 50% unless the Disable Device check exceeds the DC by 10 or more, in which case the chance of accidental activation drops to 10%.

Mosaic Floor Traps: CR 17; magic device; proximity trigger; automatic reset; spell effect (*energy drain*, +8 ranged touch, 17th-level wizard, 2d4 negative levels for 24 hours); spell effect (maximized *lightning bolt*, 17th-level wizard, 60 electricity damage, DC 18 Reflex halves); spell effect (empowered *cone of cold*, 17th-level wizard, 15d6 × 1.5 cold damage, DC 20 Reflex halves); Search DC 35; Disable Device DC 35.

A9. Lashonna's Shrine

The diagonal walls of this trapezoidal room converge to the west in a semicircular niche, where a four-foot-tall greenish statue of a hooded, worm-infested corpse with upraised skeletal arms stands on a cylindri-

cal marble dais. The statue is illuminated by two elaborate oil burners mounted on small altars at the sides of the niche, and casts two different shadows on the curved wall behind it. A pungent smell of exotic incense lingers in the air.

The statue represents the Wormgod Kyuss. This small, personal shrine is used at times by Lashonna when she wishes to offer private prayer to Kyuss.

Treasure: The statue's dais is hollow, and contains some of Lashonna's most recent offerings to the Wormgod in a secret compartment that can be discovered with a DC 35 Search check. Within is a small sack with blocks of exotic incense of all sizes, colors and shapes (total value 2,000 gp), a large pouch of blue and green semi-precious stones (total value 5,000 gp), a *hand of glory*, and a lock of long, masculine hair tied with a gold wire. The hair belongs to Zeech, and was harvested by Lashonna to provide a focus for scrying.

A10. Overworm Arena (EL 23)

This huge, ancient chamber has a complex yet symmetrical shape. The forty-foot-high ceiling is a single elliptical dome, and the walls are decorated in geometrical patterns resembling stylized worms. The chamber features two opposite entrances at the northwest and southeast with a five-foot-tall octagonal platform before them. A ten-foot-wide pit opens in the middle of both platforms. From within each pit comes a strange rasping sound.

This large chamber is sometimes used by Lashonna to meet with her favored minions in her true form, but its primary function is to serve as a guard chamber for her treasury to the south.

Creatures: Each of the two pits in this room contains two potent guardians in a strange form of stasis. A character who peers into one of the pits sees that it is filled with a writhing tangle of Kyuss worms to an unknown depth. A creature lowered (or who falls) into either pit immediately becomes infested by dozens of Kyuss worms. Once a creature becomes infested, it suffers 6d6 damage per round as the worms burrow through his body; this persists for 1d4 rounds. At this point, the worms reach the victim's brain and the victim takes 2d6 points of Intelligence drain per round. Any effect that slows or destroys Kyuss worms also slows or destroys this infestation. A victim drained to 0 Intelligence dies, and rises 1d4 rounds later as a favored spawn of Kyuss. This template is detailed in issue #336 of DRAGON; if you don't have access to this template, the victim instead rises as a vampire.

As soon as any living creature proceeds more than thirty feet into this room (or immediately upon any living creature attempting to open the door to area **A11**), the contents of these pits erupt upward in a geyser of worms. Rather than scattering, each of these geysers transforms into a Colossal overworm in one round. One round later, the remaining worms in each pit transform into Colossal overworms as well, for a total of four of the immense monsters. The overworms fight any creatures they find in this room to the death. They're too large to follow victims who try to flee to areas **A9** or **A11**, and if left alone for ten minutes any surviving worms discorperate and return to their respective pits.

Advanced Overworms (4): hp 480 each; see page 59.

A11. Beauty in the Blood (EL 20)

The entrance to this chamber is sealed by a wall of magically-treated silver. While it can eventually be breached by physical damage or by spells like *passwall* or *disintegrate*, a DC 30 Search of the wall reveals the fact that a tiny crack runs along the top edge of the wall. A creature in gaseous form can easily pass through this gap.

The wall of magical silver repairs damage inflicted to itself at a rate of 20 points of damage per round, unless it is destroyed. Further, the wall has spell resistance 32. Any spell that targets the door and fails to overcome this resistance is reflected back at the source, in the form of *magic missiles* (one missle per spell level of the original spell).

Wall of Magical Silver: Hardness 24; hp 280; Break DC 50; fast repair 20; SR 32; spell reflection.

This room is dimly lit by a single lantern hanging from the middle of the ceiling. The walls are lined with darkwood panels, and magnificent carpets line the floor. The four pillars that support the ceiling are finely plastered and painted in red hues. In the middle of the room sits a circular ivory table with four chairs. On the table are a leather-bound book and a set of weighing scales and magnifying glasses. A four-foot-high silver ledge runs along the walls. Twelve fine caskets sit on the ledge, evenly spaced from each other.

This chamber is the single most important chamber in Alhaster to Lashonna. While her wealth is immense, and one need look no further than any single room in her manor house above to see conspicuous displays of such, it is in this chamber that Lashonna keeps her most valued treasures. This room constitutes the bulk of her hoard, even if it doesn't resemble a classic dragon's hoard. If she is reduced to 0 hit points and forced to flee in gaseous form, it is to this chamber that she flees.

In her centuries as a vampiric dragon, Lashonna became obsessed with red gems (rubies, fire opals, garnets, spinels, bloodstones). In her proud and unbridled vanity, she finds these red gems to be the only objects that can rival the beauty of blood. She has gathered one of the largest, most valuable collections of these gems in the whole world. The book on the table is an illustrated account of all the gems stored in the room, complete with full histories of each gemstone. The tome is written in Draconic in Lashonna's graceful, flowing script.

Creature: Lashonna does not leave this important chamber unguarded. Buldumech is Lashonna's chief advisor and scribe, and has been for nearly 50 years since she gained his servitude. Buldumech is a pit fiend who once served the archdevil Mephistopheles but saw in Lashonna a chance to rise in rank. He gladly supports the silver sorceress in her bid to unleash

Baalphegor's Grace (Major Artifact)

This potent artifact was reputedly crafted over six hundred years ago by the archdevil Mephistopheles, who created the vial to capture the blood and tears of his consort Baalphegor for loan to favored cults on the Material Plane. Recent events in Hell have claimed Mephistopheles' attentions for several decades, and in that time he has lost track of *Baalphegor's Grace.* It came into Lashonna's possession a decade ago, and she quickly used it to secure a group of agents in Alhaster who reported to Zeech but ultimately remained loyal to her alone.

A non-evil creature who drinks from *Baalphegor's Grace* must make a DC 20 Fortitude save or die. If the character survives, he must make a DC 20 Will save or his alignment changes to lawful evil. Any character who successfully drinks from the vial finds that he becomes linked to a group of powerful erinyes devils known as the Blessed Angels. These devils once served Baalphegor as elite guards, yet since her disappearance and the artifact's fall into the Material Plane, these erinyes instead serve whoever drinks from the vial. A total of 15 Blessed Angels are linked to *Baalphegor's Grace.* Of these, 12 are 4th-level mortal hunters (see page 90 of DUNGEON #131 for stats). The remaining three are the elite leaders of the Blessed Angels; their stats appear on page 76 of this issue. If a Blessed Angel is slain, their numbers do not automaticly replenish. Generally, the owner of *Baalphegor's Grace* must use the artifact's powers (or other powerful magic) to restore a slain Blessed Angel to life.

A character who drinks of *Baalphegor's Grace* gains the following benefits for the next 24 hours.

- He can communicate telepathically with any of the Blessed Angels across any distance, as long as he and the target erinyes are on the same plane.
- As a standard action, the character may cause a Blessed Angel within 60 feet to become wracked with pain. This inflicts 12d6 points of damage on the erinyes and stuns her for 1 round. If she makes a DC 20 Fortitude save, she takes half damage and is not stunned.
- A Blessed Angel who successfully harms someone under the effects of *Baalphegor's Grace* is immediately wracked with pain, as if that character had used the above ability on her.
- Once a round, up to three times a day, the character may use a *demand* spell (DC 22, caster level 20th) against any of the Blessed Angels. If the Blessed Angel has more Hit Dice than the character, the angel receives a +4 profane bonus on this saving throw. If the Blessed Angel makes her save, the erinyes can immediately use this power on the character. A Blessed Angel generally uses this opportunity to trick the character into working an act of evil upon his friends and family.

The Blessed Angels' true master remains Mephistopheles, and some day his attentions will return to the artifact and he shall command the erinyes to deliver the one who claims it to his court for punishment. Until this time comes, the Blessed Angels begrudgingly serve any master who drinks from the vial.

upon the world a neutral evil power like Kyuss, since an increase in depravity on the Material Plane can only augment the strength of Hell. When his time of servitude to the dragon ends in another 49 years, he fully expects his actions on the Material Plane to result in great rewards from Asmodeus.

Buldumech spends much of his time guarding this chamber and plotting in to usurp Mephistopheles' rule of Cania, but does so while remaining invisible and alert for intruders.

Buldumech, pit fiend: hp 225; *Monster Manual* 57.

Tactics: If Buldumech knows the PCs are about to enter this chamber, he summons a horned devil and stations him near the entrance with orders to attack the first intruder who enters. Buldumech hangs back in the southeast corner of the room, invisible and protected by an *unholy aura*, and if he has time he prepares an action to *meteor swarm* the first enemy to enter the room. For the first three rounds of combat, he hits the densest group of characters with quickened *fireballs* and standard *fireballs* each round (or *mass hold person* if the *fireballs* don't seem to be particularly effective). He'll use *blasphemy* if surrounded, and *greater dispel magic* if the party seems to be protected from fire. He does not abandon his charge of protecting this room and, if brought below 50 hit points or otherwise placed in grave danger, uses his yearly *wish* to restore himself to full health.

Treasure: Each of the caskets on the ledge contains ten red gems, each worth 1,000 gp. The gems are stored in velvet pouches lining the inside of each chest. In addition, each casket holds a special item associated in some way with red gemstones, as detailed below.

- Six bloodstone arrowheads. If touched to any nonmagical masterwork arrow that has been dipped in the blood of any creature, the bloodstone arrowhead vanishes, transforming that nonmagical masterwork arrow into a *greater slaying arrow* against the type of creature whose blood graced the original arrow.
- A *ring of three wishes*—Lashonna is loath to use this item, but if forced to retreat here she'll don it for use against the PCs in their next confrontation.
- A ruby-encrusted golden chalice worth 15,000 gp.
- A golden necklace with red garnets and red spinels worth 8,500 gp.
- A silver brooch inlaid with rubies and bloodstones worth 7,000 gp.
- A single oversized and perfectly cut ruby worth 25,000 gp.
- A golden cloak clasp with a single ruby and several fire opals worth 12,500 gp.
- A *+5 ghost touch axiomatic dagger* carved from an enormous ruby.
- A *stone of controlling earth elementals* that appears to be an uncut fire opal.
- A deep red sphere *ioun stone.* This powerful *ioun stone* grants a +6 enhancement bonus to Dexterity, and is worth 72,000 gp.
- A pair of platinum-framed goggles with lenses made of rubies. The lenses resemble the multifaceted eyes of an insect. This item duplicates the func-

tion of both *goggles of minute seeing* and *goggles of night*.

- An engraved platinum vial with a ruby-topped stopper. Delicate etchings on the vial depict numerous erinyes devils chained together and to the walls and floor of a dungeon. The vial is one of Lashonna's greatest treasures, a major artifact called *Baalphegor's Grace*.

A12. Dragon's Stairway (EL 20)

A steep stairway climbs southward under an ogival vault decorated with stone latticework. A series of brass flat-reliefs on the side walls depict the leering countenances of fanged dragons in threatening poses.

Trap: Lashonna helped create the deadly trap that guards this stairway to keep out curious intruders from the Boneyard above. The trap triggers one round after a creature enters the stairwell. When it activates, the carvings along both walls seem to suddenly animate, and an instant later the entire stairwell fills with sheets of flame, bolts of electricity, sprays of acid, and swaths of freezing wind. Once active, the trap continues to fill the stairs with ruinous dragonbreath until nothing remains alive within.

Dragonbreath Trap: CR 20; magic; proximity trigger; automatic reset; dragonbreath (8d6 acid, 8d6 cold, 8d6 electricity, 8d6 fire; Reflex DC 25 half); multiple targets (all targets on stairway); onset delay (1 round); Search DC 35; Disable Device DC 40.

A13. Ancient Entrance

A central column carved to resemble a gnarled tree trunk supports the ceiling of this dark, octagonal chamber. A five-foot-high breach in the west wall seems to be the only way out besides the north stairway.

This was one of the entrances to the old complex before Lashonna claimed it and rebuilt much of its architecture. She decided to keep this old entrance as an escape route for those of her minions not capable of teleportation, but made sure to heavily hide and ward the route.

The five-foot-wide passageway to the west is old and ill-kept, but stable enough that it can be traversed safely. The passageway slopes upward at a fairly steep angle, necessitating a DC 5 Climb check to traverse.

A14. Tomb

This family tomb consists of a diamond-shaped antechamber and two symmetrical square crypts. Four desiccated corpses dressed in the tattered remains of fine clothes lie on stone slabs in both crypts, beyond wrought-iron gates. Both the gates and the walls themselves bear intricate carvings and flourishes of a human skull wreathed in fire.

This tomb is one of dozens of small tombs found in the Alhaster Boneyard. The skull symbols are the holy symbols of Wee Jas; the clerics of the Scarlet Spire watch over these tombs with almost obsessive devotion. When one of the clerics discovered the secret door, the acting highpriest at the time made the decision to seal both the tomb and the secret door rather than investigate the chambers beyond when the results of a *divination* spell implied that to enter these chambers would bring great woe.

The stone doors that provide an exit from this tomb into the graveyard are sealed with mortar, and must be broken down or opened with a *knock* spell. The secret door may be discovered with a DC 30 Search check.

A15. Alhaster Boneyard

The tomb itself sits on the eastern slope of the Alahaster Boneyard, under a grove of sour apple trees. A walkway of stepstones on the muddy ground leads to the main path of the old cemetery. Nothing about the tomb gives an obvious indication that it is any different than the dozens of other tombs in the boneyard, although a DC 20 Search of the doors reveals they are mortared shut.

Sealed Tomb Doors: 4 in. thick stone; Hardness 8; hp 60; Break DC 28.

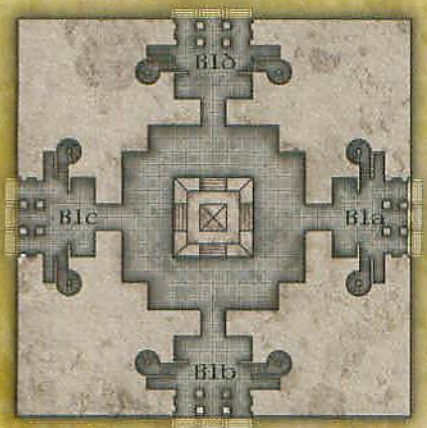
PART FOUR: THE ALHASTER SPIRE

This massive spire towers more than seven hundred feet into the air. Its foundation is a squat stone ziggurat, with the spire itself consisting of a three-segmented tower of granite topped by a cylindrical, greenish spire bristling with protruding balconies. Green bolts of electricity dance on pyramidal obelisks mounted on the balconies, and the churning clouds dance around the spire's peak like the dying waters of an ocean draining into Hell.

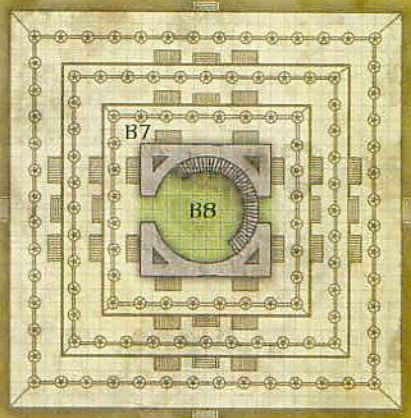
The ultimate goal for the PCs should be obvious once they arrive at Alhaster. The spire atop Zeech's recently completed Great Project functions almost as a beacon, and the spiraling clouds above that focus on the towering structure should leave little doubt as to the importance of the Spire. Characters who have seen the Spire of Long Shadows in Kuluth-Mar immediately experience a powerful sense of deja-vu upon seeing this spire. Although it looks different from the original spire (since this spire has a different function—it serves to free Kyuss rather than to ascend him to divinity), the structure's tone and aura are unmistakably the same. Wise parties avoid making directly for the spire upon arrival, and instead look to the streets of Alhaster and the possibility of a complex below the Boneyard first, since heading directly to the Spire without weakening Kyuss is a foolhardy tactic at best.

The Spire has multiple entry points, so a high-level party has many options on how to approach. Simply traveling to the peak of the tower to confront Kyuss before dealing with the numerous minions in the tower below quickly results in an out-of-control battle royale from which the PCs will likely be forced to retreat. The Spire itself is essentially one large encounter with multiple enemies. Depending on which area the PCs choose to first assault, they'll face different foes. If they take too long to resolve the encounter, enemies from nearby areas come to join the combat.

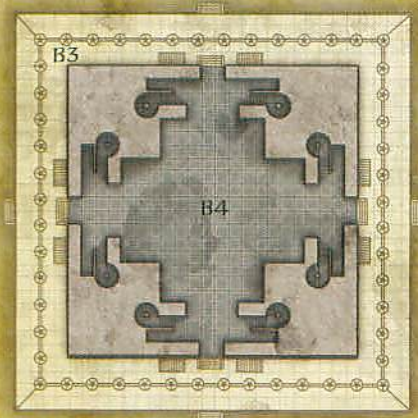
The Wormgod's Tower



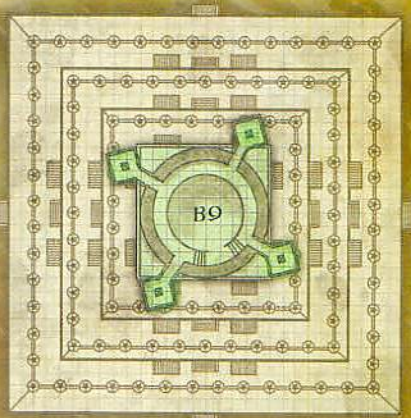
Base of the Tower
(at ground level)



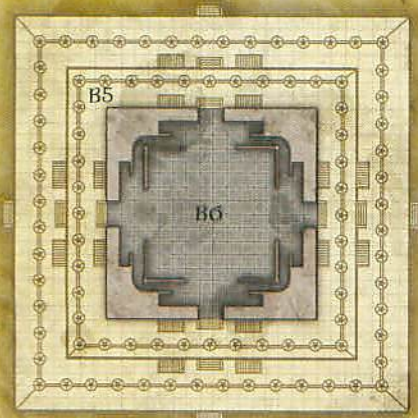
Base of the Spire
(150 ft height)



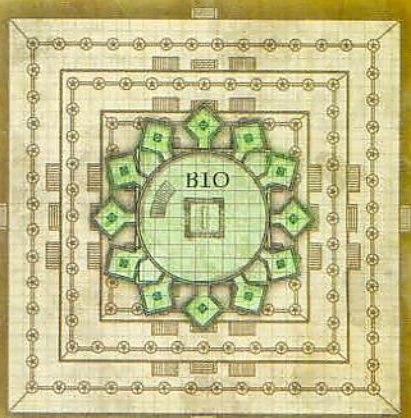
Second Tier of the Tower
(50 ft height)



Typical Section of the Spire
(lowermost of 12 levels)



Third Tier of the Tower
(100 ft height)



Top View

Defenders of the Spire

The primary defender of the Alhaster Spire is the vampiric silver dragon Lashonna. The spire's additional guardians (and their initial locations) consist of the following:

Area B1: Shadowdancer vampires (6)
Areas B1, B8: Kyuss knights (12)
Area B2: Blessed Angels (3)
Area B4: Hemriss
Area B8: Maralee
Area B6: Broodfiends (3)

Taken singly, an encounter with any one of the groups listed above is at least an EL 20 encounter. If all of the Spire's guardians were to mobilize as one force, the resulting melee is an EL 26 encounter. Individual tactics for the defenders, as well as stat blocks, appear in the indicated area description.

If the PCs openly approach the Spire, they'll likely be noticed by either the three broodfiends in area **B6** (if they approach from the air) or the Kyuss knights and vampires in area **B1** (if they approach from the ground). The group that notices the PCs sounds an alarm and moves to engage them. Assume that the PCs have no more than 3 rounds to deal with this initial wave before the other group arrives.

On the PCs' initial attack, the remaining guardians of the Spire do not come to aid the broodfiends or undead, preferring to hold their posts within the spire. Once the PCs manage to enter the spire, or if they move directly to the spire's apex, these guardians mobilize and move to intercept the PCs immediately.

Alhaster Spire Features

The Alhaster Spire is made of stone, but it is also infused with Kyuss' divine power. Damage from mortal sources cannot harm it while Kyuss' monolith sits atop the Spire, nor can any mortal spell affect the stone. The base conditions affecting all of Alhaster apply here. In addition, two further features of note may make the PCs' lives more difficult.

Kyuss' Presence: Although he remains trapped in his monolith until the PCs confront him, Kyuss can sense anything that occurs in the vicinity of the tower. He cannot take actions against intruders or warn his minions, but his presence does provide a very real penalty to trespassers. His overwhelming presence crushes the will, imposing a –4 penalty on all attack rolls, weapon damage rolls, skill checks, and saving throws upon all enemies of Kyuss within 300 feet of the structure. Spells with the good descriptor require a DC 35 caster level check to function if cast in this area, and any living creature that dies in this region immediately animates as a favored spawn of Kyuss. If the PCs managed to fight despair in Part Two and completed enough encounters to spread hope, Kyuss' presence wanes here—he must focus all of his will upon escape to combat the loss of despair. In this case, all of these effects vanish.

Negative Energy: The entire structure of the Wormgod's Tower is suffused with negative energy. Any undead creature in contact with the spire or the ziggurat (or within any of the rooms inside either, even if they aren't in contact with the structure itself) gains fast healing 30, the effects of *haste*, and immunity to clerical turning or rebuke attempts. The overwhelming presence of this negative energy automatically cancels any *death ward* effects within 300 feet of the structure, and imposes a –6 penalty on all saving throws against death effects. Whenever a creature suffers damage from negative energy or gains a negative level, the damage or negative levels inflicted is doubled (this includes healing done to an undead creature from negative energy). Enemies of Kyuss find that once each round, at the start of their turn, the negative energy lances out of a nearby wall, floor, or ceiling in the form of an *enervation* spell (caster level 20th, ranged touch +15). All of these effects vanish if the Unlife Vortex in area **A2** is destroyed.

B1. Entrance Halls (EL 20)

A forty-foot-high colonnade opens into an atrium. Two twelve-foot-high statues of Kyuss in all his worm-eaten glory stand on large daises at the sides of the archway that leads to the central chamber.

There are four identical entrances into the ziggurat interior, one on each of the four sides. The statues of Kyuss were created in area **A3** by several liches working under Lashonna's guidance. Each is a magical device capable of summoning horned devils. Both statues have *true seeing* to a radius of 60 feet with the capability to recognize those who serve the Wormgod; if they sense any intruders coming within line of sight in this range, a torrent of green worms writhes up from the ground before the statue. Over the course of a single round, these worms condense and transform into called horned devils. Each statue can call a horned devil once per day.

Devil Conjuring Statues: Hardness 16; hp 400; Break DC 34.

Creatures: Horned devils called by these statues remain on the Material Plane for 1 hour before the magic of the statue returns them to Hell. These horned devils have little invested in the plans of the cult at large, and if called during a larger battle, they do not coordinate their tactics with Lashonna and her minions.

Each of these entrances is also guarded by a pair of shadowdancer vampires and a pair of Kyuss knights. The shadowdancer vampires hide in plain sight in the center of the room, watching the approach to the tower. The Kyuss knights wait in the alcoves near the stairs with prepared actions to cast *bull's strength* on themselves if the vampires warn them of approaching enemies or if the devil statues activate.

Horned Devils (2): hp 172 each; *Monster Manual* 55.

Vampire Shadowdancers (2): hp 116; *Monster Manual* 251.

Kyuss Knights (2): hp 216 each; see page 61.

B2. Lashonna's Ciborium (EL 24)

The ziggurat's central chamber is illuminated by dozens of crystal lanterns affixed to the walls, and by faint rays of light that penetrate from ducts in the walls under an almost thirty-foot-high vault. A canopied shrine stands in the middle of the chamber, its circular altar decorated by a multitude of lit candles.

This partially enclosed shrine radiates an overwhelming aura of conjuration, abjuration, and necromancy magic. Lashonna uses this shrine as a focus for the faith and despair in

Alhaster, augmenting it with the negative energy from the Unlife Vortex, and uses it to direct the energy upward and into Kyuss' monolith to facilitate his escape. The process is all but complete now; destroying the ciborium won't prevent the Wormgod's escape.

Creatures: Although the destruction of the ciborium won't prevent the Wormgod's escape, Lashonna has still chosen this chamber as her post in the defense of the Spire. She is attended by the three elite leaders of the Blessed Angels who are pledged to aid her due to her daily use of *Baalphegor's Grace*.

Lashonna waits for the PCs in elf form. She wears a fashionable green velvet gown embroidered with dozens of red gemstones. When the PCs enter the tower, Lashonna stands before the altar with her arms raised, offering prayer to Kyuss. The three elite Blessed Angels stand protectively around her.

If the PCs approach with no immediate hostile acts, she greets them with a much different smile from the one displayed in the previous encounters. This is a smile of cruelty and haughty contempt. She thanks the heroes for aiding her in removing "that dusty, tired dracolich" and implies that the distraction they provided is what allowed her to transport Kyuss' monolith to Alhaster. This isn't quite true—she could have done so at any time before, but dared not for fear of arousing Dragotha's wrath. Only when he was forced to prepare for the approach of his slayers did she dare to make such a brazen move. She doesn't expect them to take the offer, but nonetheless Lashonna gives the PCs a chance to kneel and submit to the Wormgod, so that they can become chief minions of Kyuss at her service. Any PC who submits is quickly brought before Maralee for transformation into a favored spawn of Kyuss.

As Lashonna speaks to the PCs, she uses her charm ability to bewitch them. If she manages to charm the entire party in this manner, she brings them before Maralee for transformation, and the campaign may well end on a different note than the PCs had hoped for.

Note that the Blessed Angels are not technically Kyuss' minions, and as such they are not affected by Manzorian's *dimensional lock*. Since discovering she can't teleport, Lashonna's been using her erinyes allies to take care of long-distance needs.

LASHONNA **CR 23**

Female very old vampiric silver dragon
LE Huge undead
Monster Manual 87, *Draconomicon* 196
Init +11; **Senses** blindsense 60 ft., darkvision 120 ft., keen senses; Listen +44, Spot +44
Aura frightful presence (270 feet, DC 42)
Languages Abyssal, Auran, Common, Draconic, Dwarven, Elven, Giant, Gnome, Halfling, Infernal

AC 53, touch 18, flat-footed 46; Dodge
hp 393 (31 HD); fast healing 5; **DR** 15/magic
Immune acid, cold; undead traits
Resist electricity 20; **SR** 27
Fort +24, **Ref** +33, **Will** +32
Weakness vampiric weaknesses

Spd 40 ft., fly 150 ft. (poor); cloudwalking
Melee* bite +39 (3d8+36/19–20) and 2 claws +37 (2d6+27 plus energy drain) and 2 wings +37 (1d8+27) and tail slap +37 (2d6+27)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)
Base Atk +31; **Grp** +56
Atk Options Cleave, Flyby Attack, Power Attack
Special Atk blood drain, breath weapon, charm, crush 2d8+25 (Reflex DC 42 negates), domination
Spells Prepared (CL 17th, touch +51, ranged touch +41)
6th (7/day)—*antilife shell*, *harm* (DC 34)
5th (10/day)—*mind fog* (DC 33), *persistent image* (DC 33), *teleport*
4th (10/day)—*dimension door*, *order's wrath* (DC 32), *sending*, *spell immunity*
3rd (10/day)—*clairaudience/clairvoyance*, *dispel magic*, *displacement*, *haste*
2nd (10/day)—*command undead*, *glitterdust* (DC 30), *inflict moderate wounds* (DC 30), *invisibility*, *wind wall*
1st (11/day)—*mage armor*, *magic missile*, *ray of enfeeblement*, *shield*, *unseen servant*
0 (6/day)—*acid splash*, *arcane mark*, *dancing lights*, *ghost sound* (DC 28), *guidance*, *mage hand*, *mending*, *message*, *prestidigitation*
Spell-Like Abilities (CL 13th)
3/day—*fog cloud*, *control winds*
2/day—*feather fall*
*12-point Power Attack

Abilities Str 44*, Dex 25*, Con —, Int 28, Wis 27, Cha 44*
SQ create spawn, +4 turn resistance
Feats Alertness, Combat Reflexes, Craft Wondrous Item, Dodge, Empower Spell, Eschew Materials, Extend Spell, Hover, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Lightning Reflexes, Multiattack, Power Attack, Practiced Spellcaster (increases her caster level for spells by +4), Wingover
Skills Bluff +51, Concentration +34, Diplomacy +59, Gather Information +21, Intimidate +55, Knowledge (arcana) +43, Knowledge (history) +43, Knowledge (local) +43, Knowledge (nobility and royalty) +43, Knowledge (religion) +43, Listen +44, Search +43, Spellcraft +30, Spot +44, Use Magic Device +51
Possessions *amulet of resistance +5* (as *cloak of resistance +5*), *bracers of mighty fists +5* (as *amulet of mighty fists +5*), *ring of Charisma +6*, *ring of protection +5*, exquisite gown worth 12,000 gp
*Lashonna has a +5 inherent bonus to her Strength, Dexterity, and Charisma

Alternate Form (Ex) Lashonna can assume any animal or humanoid form of Medium size or smaller as a standard action three times per day. She can remain in this form until she chooses to assume a new one or return to her natural form. When she changes form, her magic items resize appropriately for her new shape, but her exquisite gown flutters to the ground.
Blood Drain (Ex) Lashonna can suck blood from a Large or smaller living foe she has pinned, dealing 1d4 points of Constitution drain each round the pin is maintained.
Breath Weapon (Su) Lashonna has two types of breath weapons, a 50-foot cone of cold (18d8 cold damage, DC 42 half) or a 50-foot cone of gas that paralyzes those who fail a DC 42 Fortitude save for 1d6+9 rounds.
Charm (Su) Lashonna's voice can bewitch listeners. This requires a full-round action by Lashonna, but any creature within 270 feet who can hear her voice must make a DC 42 Will save or become charmed (as *charm monster*). The charm is immediately broken if she uses her frightful presence within range of the charmed individual or makes an attack against the charmed individual. She need not see her targets to use this power.

Cloudwalking (Su) Tread on clouds or fog as though on solid ground; functions continuously but can be negated or resumed at will.

Create Spawn (Su) A humanoid or monstrous humanoid slain by Lashonna's energy drain becomes a vampire spawn in 1d4 rounds. A victim reduced to 0 Constitution by her blood drain becomes a vampire spawn if it had 4 or fewer Hit Dice, or a vampire if it had more. In either case, the new vampire or spawn is under Lashonna's command and remains enslaved until her death. An adult or older dragon slain by her blood drain returns as a vampiric dragon; young adult or younger dragons (or any dragon slain by her energy drain) rise as mindless zombie dragons.

Domination (Su) Lashonna can crush an opponent's will just by looking into its eyes. This works similarly to a gaze attack except Lashonna must use a standard action; those merely looking at her aren't affected. The target can resist with a DC 42 Will save, otherwise he falls under her influence as though by a *dominate monster* spell (caster level 18th). This ability has a range of 120 feet.

Energy Drain (Su) A living creature hit by Lashona's claw attack gains one negative level.

Fast Healing (Ex) Lashonna heals 5 hit points of damage each round so long as she has at least 1 hit point. If reduced to 0 hit points or lower, she assumes gaseous form (fly speed 40 feet, otherwise as the spell) and attempts to escape. She must reach her hoard within 2 hours or be utterly destroyed. Once at rest upon her hoard, she rises to 1 hit point after 1 hour, then resumes healing at the rate of 5 hit points per round.

Vampiric Weaknesses Direct sunlight slows Lashonna, allowing her only a single standard or move action each round. She can survive exposure to direct sunlight for 9 rounds, after which she is utterly destroyed. Driving a wooden stake through her heart slays her as well. She is not injured by immersion in water, nor is she repelled by garlic or mirrors and can freely cross running water. She can't enter a home unless invited.

Blessed Angels (3) **CR 18**

Advanced female erinyes mortal hunter 6

LE Medium outsider (baatezu, evil, extraplanar, lawful)

Monster Manual 54, *Book of Vile Darkness* 65

Init +6; **Senses** darkvision 60 ft., see in darkness, true seeing; Listen +32, Spot +32

Languages Common, Celestial, Draconic, Infernal; telepathy 100 ft.

AC 36, touch 18, flat-footed 30; Dodge, Mobility

hp 306 (24 HD); **DR** 5/good

Immune fire, poison

Resist acid 10, cold 10; **SR** 20

Fort +27, **Ref** +22, **Will** +19 (+3 vs. mortal spells)

Spd 30 ft., fly 50 ft. (good)

Melee +1 *vorpal bastard sword* +31/+26/+21/+16 (1d10+7/17–20)

Ranged +1 *distance light crossbow* +31/+26/+21/+16 (1d8+1/17–20) or rope +30 (entangle)

Base Atk +24; **Grp** +30

Atk Options mortal hunting +3, smite mortals 1/day (+3 to melee attack, +10 damage)

Special Atk entangle, *summon baatezu*

Combat Gear *potions of cure serious wounds* (2)

Mortal Hunter Spells Prepared (CL 6th, +30 ranged touch)

3rd (3/day)—*flesh ripper**, *mirror sending**, *nondetection*, *scrying* (DC 21), *suggestion* (DC 21), *vile lance**, *wrack** (DC 21)

2nd (3/day)—*detect thoughts* (DC 20), *evil eye** (DC 20), *hold person* (DC 20), *magic circle against good*, *see invisibility*, *web* (DC 20), *wither limb** (DC 20)

1st (3/day)—*cause fear* (DC 19), *charm person* (DC 19), *detect good*, *heartache** (DC 19), *protection from good*, *sleep* (DC 19), *unnerving gaze**(DC 19)

Spell-Like Abilities (CL 12th)

At will—*greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 22), *minor image* (DC 20), *unholy blight* (DC 22)

Abilities Str 22, Dex 23, Con 26, Int 14, Wis 16, Cha 26

SQ boost spell-like ability, detect mortals, mortal skin, spurn mortal magic

Feats Alertness, Combat Expertise, Dodge, Exotic Weapon Proficiency (bastard sword), Improved Critical (bastard sword, light crossbow), Mobility, Mortalbane, Rapid Reload, Spring Attack, Track

Skills Bluff +19, Concentration +29, Diplomacy +16, Gather Information +10, Hide +27, Intimidate +20, Knowledge (local) +18, Knowledge (nobility and royalty) +19, Listen +32, Move Silently +27, Search +23, Sense Motive +30, Spot +32, Survival +14

Possessions combat gear, *+5 leather armor*, *+2 buckler*, *+1 distance light crossbow*, *+1 vorpal bastard sword*, *ring of protection +2*, *cloak of resistance +3*, *elixirs of truth* (2)

Boost Spell-Like Ability (Ex) The Blessed Angel can boost the save DC of her spell-like abilities, increasing the save DC by +2. She may do so up to three times a day per spell-like ability.

Detect Mortals (Su) This ability duplicates the effect of *detect undead* cast by a 15th-level caster, except that mortals are detected. Mortals are any creature that aren't outsiders, undead, constructs, or fey.

Mortal Hunting (Ex) The Blessed Angel gains a +3 bonus on attack and damage rolls against mortals. She gains the same bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against mortals. The damage bonus only applies to ranged weapons against targets within 30 feet, and does not apply at all to creatures that are immune to critical hits.

Mortal Skin (Su) By magically grafting bits of mortal flesh to her body, the Blessed Angel can transform (as *polymorph*) into any non-dragon mortal form, once per day. If the flesh used is from the exact individual being imitated, the duration is permanent. If the flesh is from a being of the same type, the duration is 1 hour. In either case, the Blessed Angel can dismiss the ability as a standard action.

Spurn Mortal Magic (Su) A mortal hunter applies its Wisdom modifier (if positive) as an additional bonus on all saving throws against spells and spell-like abilities used by mortals.

*These spells are from the *Book of Vile Darkness*; if you don't have access to this book, replace *heartache* with *doom*, *unnerving gaze* with *bane*, *evil eye* with *blindness/deafness*, *wither limb* with *death knell*, *flesh ripper* with *vampiric touch*, *mirror sending* with *illusory script*, *vile lance* with *keen edge*, and *wrack* with *contagion*.

Tactics: In combat, Lashonna sends her Blessed Angles in to engage the enemy in melee while she remains at range to use her spells and breath weapons (she avoids catching the erinyes in the area of her breath attack if she can).

The Blessed Angels eschew their spell-like abilities and attempt to engage enemies in melee as quickly as possible, resorting to spells only if their physical attacks are proving ineffective. Lashonna spends the first few rounds casting defensive spells: *antilife shell*, *spell immunity* (selecting four 4th-level or lower spells she knows the PCs favor), *displacement*, *mage armor*, and *shield*. If the PCs are still fighting the angels after this, she attempts to dominate one PC per round. Once the Blessed Angels are defeated, she relies upon her *antilife shell* to keep the PCs at bay, using her breath weapons and spells against the PCs. Note that she can reach out of her *antilife shell* to attack characters with her bite (or to deliver touch attack spells).

If brought below 100 hit points, Lashonna assumes gaseous form and flees to area **B10**. If she's destroyed, she's forced to retreat to area **A11** to recover; if the PCs have completely looted this chamber, she is doomed in two hours. Otherwise, she gathers her *ring of wishes* and commands the pit fiend Buldumech to accompany her back to the tower to aid in its defense. If the PCs have already destroyed Kyuss, she instead gathers her treasures and pit fiend ally and attempts to escape the city, returning to the Wormcrawl Fissure to recover and gather her plans for revenge.

If Lashonna is destroyed, the PCs may count her ruin as a victory for the purposes of fighting despair; if they had only accomplished three of the encounters in Part Two, this is enough to disrupt the divine energy of Kyuss' presence.

B3. First Tier

The first tier of the ziggurat foundation is 50 feet above the ground. Its rim is decorated with dozens of hatched broodfiend pods. The PCs should be somewhat worried about the number of pods, inferring that dozens of the powerful outsiders have been created. In fact, the majority of the broodfiends have been sent elsewhere in the world to aid in the Age of Worms once Kyuss is free.

B4. The Captive Daughter (EL 20)

A thirty-foot-high domed chamber fills this level of the ziggurat. An eerie, wavy green light illuminates the walls, dancing over bas-relief carvings that depict a world ruled by worms.

This chamber is where the divine energies of despair and faith in Alhaster are gathered for focusing by the ciborium in the chamber below. Now that this process is complete, the room has little use so Lashonna posted a single guardian here to aid in the structure's defense.

Creature: This chamber's guardian is one of Lashonna's most recent captives—Prince Zeech's deformed half-fiend daughter Hemriss. Her capture and domination had always been part of Lashonna's plan, and she intended to use the half-fiend as an agent to assassinate Zeech as her plans for the city became clear. Zeech proved more canny than she anticipated, however, and Hemriss failed in the attempt. Lashonna has stationed Hemriss in this chamber as a guardian for now, and plans to sacrifice her to Kyuss once the Age of Worms begins.

Hemriss is a strange combination of the beautiful and the grotesque. She's a half-fiend human—her mother was an erinyes devil. Her beauty is marred by two unfortunate physical qualities. First, her face is misaligned; the right half of her face is about a half inch above the left, giving her nose an ugly twist and her mouth a perpetual upturned sneer. Second, her back is hunched with malformed wings; broken feathers protrude here and here from these mockeries, and she tries to cover them with a fine cloak but isn't always successful. Hemriss thus lacks a fly speed, unlike most half-fiends. When she attacks, her fiendish nature becomes horribly apparent as her jaw unhinges into an immense maw of fangs and her hands twist into large talons.

Mortalbane

The creature can make a spell-like ability particularly deadly to mortals.

Benefit: A mortalbane ability is a damaging spell-like ability that deals 2d6 points of additional damage when used against living nonoutsiders, but only half damage against outsiders, undead, and constructs. Mortalbane can be applied to each of a creature's spell-like abilities five times per day, though the feat does not allow the creature to exceed its normal usage limit for any ability.

This feat originally appeared in the *Book of Vile Darkness*.

Always jealous of Lashonna, Hemriss has long suspected the silver sorceress has been manipulating her father. Her curiosity resulted in her capture and domination by the vampiric dragon, and although she remains controlled by Lashonna, her mind yearns for revenge against the creature that ruined her father's rule. Hemriss has been forbidden to speak by Lashonna, and attacks intruders with a single-minded, grim-faced efficiency. Characters who make a DC 15 Sense Motive check can tell that she is dominated by the way she moves with a strange hesitance and by the subtle look of horror and despair in her eyes.

HEMRISS **CR 20**

Female half-fiend human rogue 8/assassin 10
LE Medium outsider
Monster Manual 148

Init +5; **Senses** darkvision 60 ft.; Listen +11, Spot +21

Languages Common, Draconic, Elven, Infernal

AC 26, touch 17, flat-footed 26; Dodge, Mobility, improved uncanny dodge

hp 119 (134 with *false life*, 18 HD); **DR** 10/magic

Immune poison

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 28

Fort +8, **Ref** +18, **Will** +5; evasion

Spd 30 ft.

Melee 2 claws +17 melee (1d6+4) and bite +12 melee (1d4+2)

Ranged +1 *speed composite shortbow* +19/+19/+14/+9 (1d6+5) or +1 *speed composite shortbow* +17/+17/+17/+12/+7 (1d6+5, Rapid Shot) or +1 *speed composite shortbow* +13/+13/+13 (1d6+5, Manyshot)

Base Atk +13; **Grp** +17
Atk Options Manyshot, Point-Blank Shot, Precise Shot, Rapid Shot, Shot on the Run, death attack (DC 23), smite good 1/day (+18 damage), sneak attack +9d6
Combat Gear 4 *potions of cure serious wounds*, 5 doses of deathblade poison
Assassin Spells Known (CL 10th)
4th (3/day)—*dimension door, locate creature, modify memory, poison* (DC 17)
3rd (4/day)—*deeper darkness, false life, misdirection, nondetection*
2nd (4/day)—*alter self, cat's grace, invisibility, spider climb*
1st (4/day)—*feather fall, jump, obscuring mist, true strike*
Spell-Like Abilities (CL 18th)
3/day—*darkness, poison* (DC 18), *unholy aura* (DC 22)
1/day—*blasphemy, contagion* (DC 17), *desecrate, horrid wiling* (DC 22), *summon monster IX* (fiends only), *unhallow, unholy blight* (DC 18)
Abilities Str 18, Dex 20, Con 16, Int 16, Wis 10, Cha 18
SQ hide in plain sight, trapfinding, trap sense +2
Feats Dodge, Manyshot, Mobility, Point-Blank Shot, Precise Shot, Rapid Shot, Shot on the Run, Skill Focus (Sense Motive)
Skills Bluff +25, Climb +15, Diplomacy +29, Disguise +25, Escape Artist +16, Gather Information +15, Hide +26, Listen +11, Move Silently +26, Sense Motive +24, Spot +21, Tumble +26
Possessions combat gear, *+5 studded leather armor, +1 speed composite shortbow* (+4 Str) with 50 arrows, 10 *slaying arrows* (5 human, 3 elf, 2 dwarf), *amulet of health +4, cloak of the bat, ring of protection +2, quiver of Ehlonna*

Tactics: Hemriss patrols the perimeter of this room stealthily, keeping an eye on the skies around the structure. If she sees intruders, she quickly calls down an alarm to Lashonna and begins studying one of the characters for a death attack. She fights to the death unless freed of Lashonna's control.

Development: If the PCs can free Hemriss of her domination (with *dispel magic*, or even something as simple as a *protection from evil* spell), she immediately breaks off combat and regards the PCs warily. She seethes with hatred against Lashonna, and immediately volunteers her aid if the PCs have not yet destroyed the vampiric dragon. If they have, she curtly thanks the PCs for their help and then leaves to seek her father to beg his forgiveness. If the PCs can make her helpful before she leaves (her initial attitude upon being saved is indifferent), she agrees to remain with the PCs to aid them until Kyuss is defeated. Although she remains remorselessly evil, and her actions in combat may raise some hackles with good characters, she's as good as her word and does not betray the PCs.

B5. Second Tier

This balcony soars about 100 feet high. As with area **B3**, the edge is decorated with empty broodfiend pods.

B6. Broodfiend Guardians (EL 23)

The corners of this chamber feature gently arching stairwells that lead up to the roof above. The fifty-foot-high walls here are decorated with bas-reliefs depicting the undead armies of Kyuss emerging from the Rift Canyon.

Creatures: Three broodfiends guard this chamber. They quickly lurch into the air to confront anyone they notice approaching the structure from the sky, giving cry to great bellowing roars to alert the others in the Spire.

Broodfiends (3): hp 385 each; see Appendix.

B7. Third Balcony

This balcony soars about 150 feet high. As with areas **B3** and **B5**, the edge is decorated with broodfiend pods. Unlike those areas, six of these pods are intact. After the PCs make their first attack on the Spire, Lashonna uses the ciborium to direct Kyuss' breath down to these six pods, awakening six new broodfiends to augment the Spire's defenses against additional attacks. The ritual of awakening takes an hour to perform, and if it is interrupted the pods are ruined.

B8. Base of the Spire (EL 23)

The hollow structure of the new Spire of Long Shadows is made entirely of dark greenish stone. From the base, a series of ascending stairways spirals up along the inner rim to a dizzying height, several hundred feet above.

A circling stairway leads from the base of the structure to the first of 12 ledges. The ledges are connected by short flights of ascending stairs. As the PCs proceed up the stairs, the unnerving susurrus of thousands of writhing worms grows louder and louder.

Creatures: The final guardians of the Spire are a group of nine Kyuss knights. Of these, eight are of the standard variety the PCs fought earlier, but the ninth is perhaps the most powerful knight of them all. This twisted mockery wears a distinctive metal faceplate and has wild white hair. Closer inspection reveals the emaciated form may have once been that of a human woman.

This is Maralee, once Balakarde's sister. Her death at the hands of a spawn of Kyuss decades ago is what spurred the great wizard on his crusade against the Wormgod, and Dragotha's revelation to the wizard that she had been transformed into this undead horror is what shattered the wizard's spirit. Any character who carried a portion of Balakarde's spirit in them in "Into the Wormcrawl Fissure" immediately recognizes Maralee, and is filled with such loathing and hatred for what has become of her that he gains a +5 insight bonus on all attack and weapon damage rolls made against her. Maralee remembers nothing of her life and is beyond redemption—only the destruction of her current form allows her spirit to join Balakarde in the afterlife.

MARALEE **CR 22**
Female advanced Kyuss knight
CE Medium undead
Init +5; **Senses** darkvision 60 ft.; Listen +39, Spot +39
Languages Abyssal, Common
AC 42, touch 17, flat-footed 40 (+1 Dex, +13 armor, +7 shield, +6 natural, +5 deflection)
hp 528 (32 HD); **DR** 10/silver
Immune cold, electricity; undead traits
Fort +19, **Ref** +21, **Will** +31
Spd 40 ft. in armor (60 ft. base)

Melee* *+1 unholy executioner's mace* +44/+44/+39/+34/+29 (2d6+41/19–20/×3/+2d6) and 2 bites +17 (1d4+11 plus 2d4 Intelligence drain)
Base Atk +16; **Grp** +29
Special Atk gaze of Kyuss
Spell-Like Abilities (CL 16th)
At will—*detect good*
1/day—*bull's strength*, *death knell* (DC 19), *protection from energy*
*10-point Power Attack

Abilities Str 36, Dex 12, Con —, Int 12, Wis 18, Cha 24
SQ dark blessing, haste, martial calling, turn resistance +4, unholy toughness
Feats Cleave, Great Cleave, Great Fortitude, Improved Critical (executioner's mace), Improved Initiative, Improved Sunder, Improved Toughness (grants +1 hp/HD), Iron Will, Overwhelming Critical (deal +2d6 damage on a critical hit with executioner's mace), Power Attack, Weapon Focus (executioner's mace)
Skills Concentration +35, Intimidate +42, Knowledge (religion) +36, Listen +39, Spot +39
Possessions *+5 full plate*, *+5 animated heavy steel shield*, *+5 unholy executioner's mace*, *ring of protection +5*

Dark Blessing (Su) Maralee applies her Charisma modifier as a bonus on all saving throws.
Gaze of Kyuss (Su) Maralee possesses a terrible gaze weapon. All living creatures within 30 feet of Maralee must make a DC 33 Fortitude save or become permanently blinded as their eyes transform into Kyuss worms. On the next round, these worms burrow into the victim's brain, inflicting 2d6 points of Intelligence drain per round. A *remove curse* or *remove disease* effect destroys the worms. Death occurs at 0 Intelligence. A Small, Medium, or Large humanoid slain by these worms rises as a favored spawn of Kyuss (see Dragon #336) 1d6+4 rounds later. The save DC is Charisma-based.
Haste (Su) Maralee acts at all times as if hasted.
Intelligence Drain (Su) Anyone who is bitten by one of Maralee's "eyes" takes 1d4 points of Intelligence drain. Maralee heals 5 points of damage each time she drains Intelligence from a creature.

Maralee

Martial Calling (Su) Maralee gains a +16 profane bonus on all melee weapon attacks (but not on natural attacks).
Unholy Toughness (Ex) Maralee gains a bonus to her hit points equal to her Charisma modifier × her Hit Dice.

Kyuss Knights (8): hp 216 each; *Monster Manual* 55.

Development: If there's a particularly memorable NPC villain from your Age of Worms campaign who was involved in some way with Kyuss, feel free to make Maralee into a Kyuss knight version of this NPC—the creature's statistics don't change at all, but the PCs get the thrill of facing Loris Raknian, Bozal Zahol, Venk, the Faceless One, or even Balabar Smenk one last time.

B9. Protruding Balconies

Four archways on each ledge within the spire lead to identical protruding balconies outside. On each balcony stands an obelisk engraved with arcane runes and symbols. The obelisks sometimes attract a greenish bolt of lightning from the sky.

The obelisks channel off "wasted" energy from the despair and negative energy Kyuss has been consuming to fuel his escape. Even if the PCs have interrupted these sources of energy, there's easily enough remaining energy that these obelisks keep periodically flashing with lightning for several days (or until Kyuss is destroyed).

If a creature comes within 20 feet of an obelisk, an eldritch bolt of lightning and negative energy blasts at him. An obelisk can generate one such bolt per round. The creature hit takes 12d10 points of electrical damage and 12d10 points of negative energy damage (Reflex DC 25 half).

B10. Top of the Spire

The top of the Spire of Long Shadows is a hundred-foot-wide circular platform. At its center stands a square pedestal surrounded by four L-shaped pillars, and atop the pedestal stands a fifteen-foot-tall trapezoid-shaped pinnacle of black rock. The surface of this monolith writhes, as if a vortex of thousands of worms burrow just below its glossy surface.

This monolith is Kyuss' prison, a portal to the nameless void in which the Wormgod has spent the past 1,500 years waiting patiently for this precise moment. The time for his freedom draws near, yet he cannot yet fully manifest beyond the confines of the monolith. When this adventure begins, the PCs have only a few days before Lashonna releases the Wormgod. This timeline is somewhat flexible—as long as the PCs don't take more than a week to finish their business in Alhaster, they should be able to reach the monolith before Kyuss is freed.

When the PCs reach this area, proceed with Part Five.

PART FIVE: THE AGE OF WORMS

The most important battle of the campaign begins as the PCs finally reach area **B10**. Wise PCs take care of the other creatures guarding the Spire before they confront Kyuss, otherwise they'll have to deal with the Wormgod and his minions all at once.

When the PCs reach the apex of the Spire, three things happen simultaneously.

- The clouds in the sky above suddenly take on a horrific green coloration. The spiraling pattern writhes and begins to uncoil, forming a slowly moving tentacle of clouds that reaches down toward the spire. This tendril looks ominous, but never quite reaches the top of the Spire.
- A wave of chilling necromantic energy washes out from the monolith, visible as a ripple of distortion in the air. The wave extends in a 900-foot-radius sphere. All creatures in this area are affected as if by a *harm* spell (caster level 20th). If the Unlife Vortex has been destroyed, this wave of negative energy instead targets creatures in its area as an *inflict moderate wounds* spell (caster level 20th). Any creature that takes damage from this wave must also make a DC 20 Will save or be paralyzed with fear for 1d6 rounds.
- One side of the monolith (the side facing the most PCs) ripples as two torrents of Kyuss worms spew from its face. As the worms continue to spew, it becomes apparent that they are, in fact, Kyuss' hands as an immense executioner's mace emerges, followed by the Wormgod himself.

Kyuss takes a round to emerge fully from his prison, during which time he can take no actions; the PCs effectively have one free round at the start of the fight. Once Kyuss emerges, he spares no effort against the PCs. Kyuss cannot physically travel more than 60 feet from the monolith.

Kyuss: hp 660; see Appendix.

Tactics: Kyuss is an incredibly complex combatant. You should still take some extra time to study his stat block before running this encounter, but if you choose to simply use the following tactics for ranged and melee attack rounds, you should do fine.

Ranged: If no creatures are in Kyuss' reach, he hurls a worm at any target within 100 feet (a free action), casts a *horrid wilting*, *wail of the banshee*, or uses his divine blast, and casts a quickened clerical spell. He takes a move action to move closer to the closet target.

Melee: If no creatures threaten him, Kyuss hurls a worm at any target within 100 feet; if he is threatened, he instead transfers a worm to a target with his first successful hit. He makes a full attack action with the *Mace of Kyuss* and his engulf attack.

If Kyuss is brought below 300 hit points, he casts *time stop* and uses *harm* spells on himself to heal damage. Any time left over is used to cast defensive spells.

In a straight-up fight, even a group of 21st-level characters have little chance to defeat a god. Fortunately, they may have several tricks up their sleeves to aid them during the battle.

- **Allies**: You should allow the PCs to control all allied creatures, providing them with statistics as necessary.
- **Artifacts**: The benefits of using numerous artifacts against Kyuss are given in Part One.
- **Fight Despair**: If the PCs managed to fight off despair in Alhaster, Kyuss becomes a rank 0 deity (also known as a quasi-deity). He loses his divine blast ability. His AC, attack rolls, saving throws, skill checks, fire resistance, and spell resistance are all reduced by 1. He now fails saving throws and attacks on a natural roll of 1. His damage reduction drops to 10/epic. His blindsight is reduced to 300 feet. He loses all of his domain powers, his remote sensing, his remote communication, his ability to *greater teleport* at will, his portfolio sense abilities, his ability to make his followers his familiars, and his ability to take automatic actions. He can no longer spontaneously cast cleric spells. Finally, he loses his divine aura completely.
- **Unlife Vortex**: If the Unlife Vortex has been destroyed, Kyuss must take two rounds rather than one to emerge from his prison. In addition, he suffers a –10 penalty on all attack rolls, weapon damage rolls, grapple checks, skill checks, and caster level checks. He also loses his +20 insight bonus to his Armor Class.

CONCLUDING THE CAMPAIGN

As soon as Kyuss is killed, the oppressive pall over Alhaster fades in a matter of seconds. The clouds of green mist vanish, and all remaining undead of Kyuss in the city are immediately destroyed. Overworms, broodfinds, and other living allies are filled with a blind panic (even if they're normally immune to fear) and scatter into the province of Redhand or into the Lake of Unknown Depths.

Kyuss' monolith melts away in a wash of writhing green worms, and over the

course of ten rounds, the melting spreads with shocking speed through the rest of the Spire. Any character remaining in the spire suffers 20d6 points of damage each round as the ravenous worms consume everything in their path. When they reach the ziggurat, the worms continue feeding down through its core, creating a 100-foot-wide pit into the earth. The worms dig to a depth of 600 feet before branching out, eating away at the stone and spontaneously creating a tangled warren of caverns. Initially, these caves are lifeless, but in time Kyuss' remaining taint takes root in the caves. This complex comes to be known as the Pit of Worms, and becomes an infamous and deadly dungeon to test the mettle of adventurers throughout the world.

In Alhaster, the stings of woe and destruction linger. Buildings lie in rubble, mangled corpses clog streets, and the cries of orphaned children ride the wind. Nonetheless, a crowd of the city's survivors quickly gathers in the main avenue to greet the PCs as they emerge from the Spire's ruins. Priests of Kord and Wee Jas, hobgoblin guards, bandits, pirates, and the honest, hard-working citizens of Alahaster rub shoulders as they look in awe upon the party. They stare blankly until a voice cries: "Long live the saviors of Alahaster! Glory to the vanquishers of Kyuss!"

The Duel for Redhand

Yet this scene of triumph is short lived. A few minutes later, the crowd falls silent and parts as Prince Zeech arrives on the scene, accompanied by a large platoon of loyal guards and priests of Hextor. Joy abandons the crowd as quickly as it came and gloom and fear reappear on their faces as Zeech, mounted on a dark horse and clad in armor, rides up to confront the PCs. His face is a strange mix of pride, outrage, and perhaps even fear.

Recent events ranging from an attempted assassination at the hands of his own daughter to the advent of the Age of Worms have brought Zeech to a severe crisis of identity. Zeech now sees the depth to which Lashonna manipulated and betrayed him, and feels a tremendous sense of guilt. As the crowd waits in silent awe, the Prince speaks to the PCs: "So you saved Alahaster from destruction, something I was unable to do. If not for you, my domain would not exist anymore. Yet you have also brought woe upon my city, for who here knows what role you played in bringing these events to Alhaster?"

As he speaks, an angry ripple spreads through the crowd. That sense of uncertain fear flashes stronger on Zeech's face, but he quickly regains his composure and continues to speak.

"Alhaster lies in ruin, and it needs strong leadership to recover. By Hextor's law, the strong shall rule. And I intend to prove my strength by defeating one of you heroes in an honorable duel. I shall defeat those who defeated a god, and with this victory I shall raise Alhaster to glory!"

The angry ripple explodes at this point into a cacophony of shouts and threats. Prince Zeech seems unimpressed by the angry crowd, which is in truth still too frightened to form a dangerous mob. Zeech patiently waits for an answer from one of the PCs. If the heroes attack him as a group, the crowd scatters in panic and Prince Zeech does his best to defend himself—his soldiers flee, leaving him alone.

If the PCs accept his challenge, one of them must duel against Zeech for the right to rule. The crowd forms a circle, and Zeech

dismounts. His clerics of Hextor cast several defensive spells on him, and the PCs may do the same on their champion. The rules of the duel are simple—the first to surrender, be knocked unconscious, or be slain loses. Zeech fights with a bastard sword and shield, fighting fairly yet skillfuly.

Prince Zeech is a human fallen paladin 8/blackguard 8, and should be no challenge for one of the PCs. You can simply describe this final duel, or generate stats as you wish. You can even use Sedekas Crane's stats from "Chains of Blackmaw" in this issue. In any event, at some point during the battle, he throws the duel, skillfully missing an attack and exposing himself for a riposte from his opponent. The PC can strike him down with ease, either demanding his surrender, knocking him out, or even killing him. Zeech has lost the will to rule, and in his mind this is the only way to pass on the crown. As he loses the duel, the crowd erupts in a cheer again. The party has won their final fight, and the Age of Worms has ended as soon as it began.

Prince Zeech

CONTINUING THE CAMPAIGN

With Kyuss slain and his cult destroyed, the Age of Worms Adventure Path comes to a close. Yet this does not necessarily herald the end of your campaign, as much may remain to be done.

The PCs have the chance to claim Alhaster as their own. The city is in ruins, and it will take several months to restore functionality. During this time, it remains vulnerable to its enemies. Pirates, bandits, and hostile neighbors eye the key port city with covetous eyes, and the PCs may be called upon to defend the city before it can get back on its feet.

The most dangerous enemy at this time is, without a doubt, the demigod Iuz, who rules to the west of Redhand. Yet he also knows that the PCs have already killed one deity (albeit a fairly minor one in the grand scheme of things), so he does not move against them directly. For now.

Other enemies may have escaped the PCs. In particular, Lashonna may have survived—in this event, the vampiric silver dragon spends several months in despair over the loss of her patron, but eventually her mind clears and focuses on a new goal. Kyuss has been destroyed, but the divine energy he released into the multiverse remains. If she can move quickly, she may be able to harvest these threads of Kyuss' portfolio. Eventually, the PCs may be called upon again to take up arms, this time against a new goddess of undeath.

Allies remain as well. Not long after their successful battle against Kyuss, Manzorian and his allies (including Celeste and a wide-eyed Allustan) come to Alhaster to visit the PCs. There is little they can offer apart from congratulations, for by now the PCs have likely surpassed even Manzorian in power. Where their lives take them from here, only you can decide.

WHAT IF THEY FAIL?

If the PCs fail to slay Kyuss within a week (or worse; if they are themselves slain), nothing can be done to prevent the Age of Worms. Over the next several days, the world slips into an era of writhing doom. Kyuss worms rain from the sky over certain parts of the world. Corpses rise within minutes of death as undead. Cities are attacked by flights of broodfiends and razed in hours. The cult of Kyuss ascends, quickly becoming one of the most powerful religions in the world. These events are not caused by Kyuss, but are in fact caused by something greater, something beyond even the gods themselves. Reclaiming the world from the Age of Worms and discovering what nameless threat is behind the apocalypse can be the foundation for an entire new campaign—one for epic-level heroes desperate to correct what they, in their failure, unleashed upon the world.

NEW BEGINNINGS

With the completion of this epic campaign, you and your players may be ready to start something new. After saving the world from an age of darkness, decay, and writhing doom, your players may be interested in a change of scenery. Far to the south, in the exotic port city of Sasserine, trouble is brewing. A noblewoman's parents lie dead, her brother is missing, and greedy creditors haunt her doorstep, ready to steal away her ancestral home. Yet in providing aid to this desperate woman, the PCs unwittingly entangle themselves in a sinister plot to spread madness across the globe, a plot destined to send them to the infamous pirate city of Scuttlecove, the notorious Isle of Dread, and deep into the Abyss itself. Look for the first installment of Adventure Path III: Savage Tide to begin in issue #139 of *Dungeon*.

APPENDIX: NEW MONSTER

Broodfiend

An almost headless, grotesque mix of worm, lizard, bat, and ape, this monstrosity has short clawed hind legs, a baggy belly, leathery wings, and boneless, tentaclelike arms ending in teeth-filled mouths. Between the beast's shoulders gapes a large smoking orifice surrounded by a writhing nest of tendrils.

Broodfiend **CR 20**

Always NE Huge outsider (evil)

Init +6; **Senses** blindsight 90 ft.; Listen +33, Spot +8

Aura breath of Kyuss (15-foot spread)

Languages Abyssal, Common, Infernal

AC 39, touch 10, flat-footed 37 (–2 size, +2 Dex, +29 natural); obscurement

hp 385 (22 HD); fast healing 10; **DR** 15/silver and good

Immune acid, death effects, mind-affecting effects, paralysis, poison

Resist cold 30, electricity 10, sonic 10; **SR** 30

Fort +26, **Ref** +15, **Will** +21

Spd 30 ft., fly 50 ft. (average)

Melee* 2 bites +32 (3d6+32/19–20 plus 1d8 Intelligence drain) and 2 wings +30 (1d8+18)

Space 15 ft.; **Reach** 20 ft.

Base Atk +22; **Grp** +47

Atk Options Cleave, Power Attack

Special Atk breath weapon, rebuke undead 8/day (+8, 2d6+27)

Spell-Like Abilities (CL 20th)

At will—*detect undead, greater dispel magic, greater magic fang, greater teleport, mind fog* (DC 20)

3/day—*feeblemind* (DC 20), quickened *mass inflict moderate wounds* (DC 21), quickened *harm* (DC 21), *true seeing*

1/day—*acid fog, unholy aura* (DC 23)

*10-point Power Attack

Abilities Str 44, Dex 14, Con 36, Int 12, Wis 26, Cha 21

SQ negative energy affinity

Feats Cleave, Hover, Improved Critical (bite), Improved Initiative, Multiattack, Power Attack, Quicken Spell-Like Ability (*mass inflict moderate wounds, harm*)

Skills Concentration +38, Hide +19 (+29 in mist), Knowledge (arcana) +26, Knowledge (religion +26), Knowledge (the planes) +26, Listen +33, Move Silently +27, Sense Motive +33, Swim +42

Environment any near Kyuss

Organization solitary

Treasure none

Advancement 21–29 HD (Huge), 30–60 HD (Gargantuan)

Breath of Kyuss (Su) A broodfiend's exhalations consist of rancid-smelling green-brown mist that quickly fills a 15-foot radius spread around the creature at all times. If the broodfiend is slain, the mist dissipates in a single round. Wind conditions equal to or greater than strong prevent the mist from forming as long as the wind conditions persist.

Visibility within the mist is obscured, as if by *obscuring mist*, granting all creatures within 5 feet concealment (20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker cannot use sight to locate the target). All living creatures (with the exception of broodfiends) within the mist's spread must make a DC 34 Fortitude save each round to avoid being nauseated for that round. Once a creature makes this save, he becomes accustomed to the mist and cannot be affected by it until he leaves the area of effect and re-enters.

Dead bodies within the area of this mist quickly become saturated with necromantic energy. A day after exposure to this mist, a skeletal body rises as a free-willed skeleton, while fresher corpses rise as zombies. A humanoid corpse affected by this mist instead rises as a spawn of Kyuss. Corpses of creatures with 15 or more Hit Dice rise as favored spawn of Kyuss.

Breath Weapon (Su) Once every 1d4 rounds, a broodfiend can exhale a 60-foot cone of noxious gray-brown gas. All creatures in this area take 15d10 points of acid damage (Reflex DC 35 halves). Additionally, any creature caught in this gas becomes poisoned unless he makes a DC 35 Fortitude save. Failure results in 2d6 points of Strength damage; one minute later, the victim must make a second DC 35 Fortitude save to avoid taking another 2d6 points of Strength damage. The save DCs are Constitution-based.

Intelligence Drain (Su) Any creature bitten by a broodfiend automatically takes 1d8 points of Intelligence drain. On a critical hit, this increases to 2d8 points of Intelligence drain. A creature drained to 0 Intelligence is immediately slain, rising in 1d4 rounds as a favored spawn of Kyuss under the broodfiend's control. The favored spawn of

Scaling the Adventure

"Dawn of a New Age" is designed for a party of four 20th-level characters, but with a little work it can be adapted for use by 18th–19th-level characters. Simply adjust all NPC character levels down as appropriate by a number equal to that which the average party level of your group deviates from 20.

Reomove one of the advanced overworms from event 1 and two from area **A8**. Remove four Kyuss knights from event 2, one lich from event 3, and one vampire from event 3. In encounter A7, consider making Vulras more helpful, or remove one of the vampire shadowdancers.

For Part Four, remove Hemriss, two broodfiends, four Kyuss knights, and one of the Blessed Angels. Consider making Lashonna an old dragon rather than a very old dragon. Reduce Maralee's Hit Dice by 2–4. Aside from lowering Kyuss' character levels, you should do little to adjust his stats; this battle should remain difficult even for lower level groups.

Kyuss template is detailed in issue #336 of *Dragon*; if you don't have access to this issue, the victim instead rises as a zombie.

Negative Energy Affinity (Ex) Negative energy cures a broodfiend of damage as if it were an undead creature. Likewise, healing magic damages it as if it were undead.

Rebuke Undead (Su) A broodfiend can rebuke and command undead as a cleric of a level equal to its Hit Dice.

The substance of a broodfiend's body is supernaturally malleable and resilient, almost as if it were a strange green-brown metal that learned to mimic flesh. Twenty feet tall and with a wingspan of 35 feet, the secret of their generation has always been closely guarded by the avolakias, although this knowledge might have been passed to some necromancer or other worshiper of Kyuss.

Broodfiends react only to immediate threats and follow the orders of more intelligent servants of Kyuss. They are more likely to attack aerial targets than landbound ones, and prefer to attack creatures who can channel positive energy. A broodfiend's tentacles have prodigious reach, so the menace generally tries to stay about 20 feet away from its enemies to avoid melee attacks. Their mouth attacks are always under the effect of *greater magic fang*—the benefits of this spell-like ability are included in the stats above.

APPENDIX 2: KYUSS

Kyuss is a towering giant whose flesh is made of large green worms. His face is partially hidden by a ragged hood, but his eyes, red and burning with malicious anger, are clearly visible. He raises his writhing arms and utters a terrible cry of triumph.

Kyuss
Divine Rank 1
Male worm that walks cleric 8/sorcerer 8/true necromancer 14
CE Huge aberration (extraplanar)
Epic Level Handbook 229, *Libris Mortis* 51
Init +7 **Senses** blindsight 1 mile; Listen +38, Spot +18
Aura divinity (10 ft. radius), *zone of desecration* (140 ft.)
Languages All; remote communication

AC 59, touch 51, flat-footed 52 (–2 size, +7 Dex, +8 armor, +20 insight, +16 deflection)
hp 660 (30 HD); **DR** 15/epic
Immune ability drain/damage, acid, cold, critical hits, death, disease, disintegration, electricity, energy drain, flanking, mind affecting, paralysis, petrification, poison, polymorph, sleep, sneak attack, stunning
Resist fire 6; **SR** 40
Fort +34, **Ref** +23, **Will** +44

Spd 100 ft.
Melee *Mace of Kyuss* +37/+32/+27/+22 (4d6+29/×3 plus create spawn plus 2d6) and engulf +27 touch (special)
Ranged worm +23 touch (create spawn)
Space 15 ft.; **Reach** 15 ft.
Base Atk +17; **Grp** +42
Atk Options frightful presence (DC 41), smite 1/day (+4 attack, +8 damage)
Special Atk death touch 1/day (8d6 damage), divine blast 19/day, ignore hardness 1/day, rebuke undead 19/day (+21; 2d6+38)
Cleric Spells Favored (CL 20th, 24th with necromancy, +1 caster level for Evil spells; +27 touch; +23 ranged touch)
10th—quickened *blade barrier* (DC 33), quickened fell drain *inflict critical wounds* (DC 33), quickened *greater dispel magic*, quickened *harm* (DC 35)
9th—quickened *flame strike* (DC 32), *gate*, quickened *greater command* (DC 32), quickened fell drain *inflict serious wounds* (DC 32), *miracle* (2), quickened *slay living* (DC 34), *wail of the banshee*[D] (DC 38)
8th—fell drain *blade barrier* (DC 33), *earthquake*[D], *fire storm* (DC 35), maximized *flame strike* (DC 32), fell drain *harm* (DC 35), *greater spell immunity*, quickened *inflict critical wounds* (DC 33), *unholy aura* (DC 35)
7th—*blasphemy* (2), *destruction*[D] (DC 36), *ethereal jaunt*, fell drain *flame strike* (DC 32), quickened *inflict serious wounds* (DC 30), *repulsion* (DC 34), *summon monster VII*
6th—*antilife shell*, *banishment*, *blade barrier* (DC 33), *create undead*[D], *greater dispel magic* (3), *harm* (DC 35)
5th—*break enchantment*, *greater command* (DC 32), *dispel good*, *feeblemind*[D] (DC 32), *flame strike* (DC 32), *insect plague*, *mark of justice*, *slay living* (DC 34), *wall of stone* (2)
4th—*air walk*, *dimensional anchor* (2), *dismissal* (2), *divine power*, *giant vermin*, *poison* (DC 31), *spell immunity*, *unholy blight*[D] (DC 31)
3rd—*bestow curse* (DC 32), *blindness/deafness* (DC 32), *contagion*[D] (DC 30), *dispel magic* (3), *meld into stone*, *speak with dead* (2), *wind wall*
2nd—*bear's endurance*, *bull's strength*, *death knell*[D] (DC 31), *hold person* (3, DC 29), *resist energy*, *shatter* (DC 29), *silence* (DC 29), *spiritual weapon*
1st (11/day)—*command* (3, DC 28), *deathwatch*, *divine favor* (2), *doom* (DC 28), *obscuring mist*, *protection from good*[D], *sanctuary* (2, DC 28)
0 (6/day)—*guidance* (6)
D domain spell; **Domains** Corruption, Death, Destruction, Evil
Sorcerer Spells Known (CL 20th, 24th with necromancy, +1 caster level for Evil spells)
10th (3/day)—none (may cast metamagiced lower level spells using these 3 spell slots)
9th (8/day)—*energy drain*, *imprisonment* (DC 35), *time stop*
8th (9/day)—*horrid wilting* (DC 36), *mind blank*, *power word stun*
7th (9/day)—*banishment* (DC 33), *finger of death* (DC 35), *power word blind*
6th (9/day)—*circle of death* (DC 34), *greater dispel magic*, *undeath to death* (DC 34)
5th (9/day)—*magic jar* (DC 33), *mind fog* (DC 31), *telekinesis* (DC 33), *wall of force*
4th (10/day)—*bestow curse* (DC 32), *enervation*, *fear* (DC 32), *phantasmal killer* (DC 30)
3rd (10/day)—*fly*, *gentle repose*, *halt undead* (DC 31), *vampiric touch*
2nd (10/day)—*blindness/deafness* (DC 30),

command undead, ghoul touch (DC 30), *mirror image, spectral hand*

1st (10/day)—*chill touch* (DC 29), *magic missile, obscuring mist, ray of enfeeblement, shield*

0 (6/day)—*acid splash, arcane mark, disrupt undead, ghost sound* (DC 26), *mage hand, mending, message, prestidigitation, touch of fatigue* (DC 28)

Deity Spell-Like Abilities (CL 11th, +23 ranged touch)

At will—*animate dead, befoul**, *blasphemy, blindness/deafness* (DC 29), *cause fear* (DC 28), *contagion* (DC 30), *create undead, create greater undead, death knell* (DC 29), *death ward, desecrate, despoil** (DC 36), *destruction* (DC 34), *disintegrate* (DC 34), *dispel good, doom* (DC 28), *earthquake, feeblemind* (DC 32), *harm* (DC 33), *implosion* (DC 36), *inflict critical wounds* (DC 31), *inflict light wounds* (DC 28), *insanity* (DC 34), *magic circle against good, mass inflict light wounds* (DC 32), *morality undone** (DC 31), *pox** (DC 33), *protection from good, shatter* (DC 29), *slay living* (DC 32), *summon monster IX* (evil creatures only), *unholy aura* (DC 35), *unholy blight* (DC 31), *wail of the banshee* (DC 36)

*From *Book of Vile Darkness*

True Necromancer Spell-Like Abilities (CL 18th, +23 ranged touch)

2/day—*create undead, create greater undead*

1/day—*energy drain, horrid wilting* (DC 24), *wail of the banshee* (DC 25)

Worm That Walks Spell-Like Abilities (CL 20th, +23 ranged touch)

1/day—*animal growth, animal messenger, animal shapes, animal trance, creeping doom, energy drain, giant vermin, horrid wilting* (DC 35), *insect plague, summon swarm, summon nature's ally* (vermin only), *wail of the banshee* (DC 35)

Abilities Str 42, Dex 24, Con 38, Int 38, Wis 44, Cha 42

SQ automatic actions, create magic items, discorporate, necromantic prowess +4, negative energy affinity, portfolio sense, remote sensing, spontaneous casting, summon familiar, teleportation

Feats Corpsecrafter, Craft Magic Arms and Armor, Craft Wondrous Item, Destruction Retribution, Extend Spell, Fell Drain, Greater Spell Focus (necromancy), Improved Spell Capacity (2), Maximize Spell, Quicken Spell, Spell Focus (necromancy)

Skills Bluff +24, Concentration +48, Diplomacy +19, Hide +20, Knowledge (arcana) +48, Knowledge (religion) +48, Knowledge (the planes) +33, Listen +38, Move Silently +28, Spellcraft +52

Possessions *Cowl of the Wormgod, Mace of Kyuss*

Automatic Actions (Su) Kyuss can make up to two skill checks per round as a free action, provided the skill checks are associated in some way with the creation of undead, worms, or decaying or corrupting flesh.

Create Magic Items (Su) Kyuss can create magic items related to his portfolio without any requisite item feat, provided he possesses all other prerequisites for the item. The item's cost and creation time is unchanged, and cannot be worth more than 4,500 gp. When he creates magic arms and armor and wondrous items, the cost (in gold and XP) and creation times are halved.

Create Spawn (Su) Once per round as a free action, Kyuss can transfer a worm to an opponent whenever he hits with a melee attack. Alternately, he may do so as a ranged touch attack, hurling a worm at a foe up to 100 feet away. Each worm is a Fine vermin with AC 10 and 1 hit points that can be killed by damage or the touch of silver. On Kyuss' next action, the worm burrows into its host's flesh. Natural armor is no defense against a burrowing worm. The worm burrows into the victim's brain immediately, where it deals 2d4 points of Intelligence damage per round until it is either killed or it slays its host (death occurs at 0 Intelligence). A creature slain by a worm immediately rises as a favored spawn of Kyuss.

Divine Aura (Ex) Any non-divine creature within 10 feet of Kyuss must make a DC 27 Will save to resist his Divine Aura. Kyuss can reduce the radius of this emanation as a free action. He can choose any of the following effects to apply to his divine aura, and can change them as a free action. He can daze affected beings, cause them to become shaken (or frightened), or he can impart a +4 morale bonus on attack rolls, saves, and checks to his allies while his enemies receive a –4 penalty on the same. A character who makes this save is immune to Kyuss' divine aura for one day. The save DC is Charisma-based. This is a mind-affecting ability.

Divine Blast (Su) As a standard action, Kyuss can create a ray of writhing worms to a range of one mile, making a ranged touch attack to hit a target. Creatures struck take 17d12 points of damage (this damage drops by 1d12 for every 2 points of Charisma Kyuss loses). Damage from this blast is not subject to damage reduction, energy resistance, or other similar defenses. The divine blast destroys any *wall of force, prismatic wall,* or *prismatic sphere* it hits. The ray itself is unaffected and can strike a target behind the *wall of force* or prismatic effect.

Divine Rank 1 Kyuss does not automatically fail on a natural attack roll of 1, or on a natural saving throw of 1. He gains a divine bonus equal to his divine rank on attack rolls, saving throws, skill checks, ability checks, caster level checks, rebuke undead checks, and caster level for his divine spell-like abilities. All of Kyuss' attacks are considered to be chaotic and evil for the purposes of damage reduction. Kyuss is not subject to death from massive damage, nor does he age, eat, sleep, or breathe.

Engulf (Ex) Kyuss can choose to engulf any Large or smaller opponent; treat this as a secondary attack. He must make a melee touch attack. If successful, the victim is swallowed up and surrounded by Kyuss worms, taking 20d10 points of damage and 3d6 Intelligence drain. A successful DC 39 Reflex save halves the damage taken and prevents the Intelligence drain. An engulfed creature can escape being engulfed by taking a full-round action to break free and move up to half its speed away if desired, but can do nothing else. Otherwise, each round the victim remains embraced, he takes another 20d10 points of damage and 3d6 Intelligence drain. A creature slain or reduced to 0 Intelligence by this attack immediately transforms into a favored spawn of Kyuss (see DRAGON #336). Kyuss can engulf only one target at a time, regardless of the target's size.

Familiar Kyuss can treat any of his undead spawn, monstrous worms, or avolakia as his familiar, as long as that creature is within a mile. This applies to only one creature at a time, but Kyuss can switch between one creature and another instantaneously.

Fell Drain

A fell draining spell bestows a negative level on any creature it deals damage to. These negative levels vanish after a number of hours equal to your caster level (maximum 15). A fell draining spell uses up a spell slot two levels higher than the spell's actual level.

Kyuss' Artifacts

These two artifacts have been associated with Kyuss since his transformation into a god. A character who claims either as his own finds himself slowly changing alignment to neutral evil, and eventually becomes convinced he is Kyuss himself.

Cowl of the Wormgod: This ragged brown robe grants a +6 enhancement bonus to the wearer's Intelligence, Wisdom, and Charisma scores, a +5 resistance bonus to all saving throws, and a +8 armor bonus to armor class.

Mace of Kyuss: This dreadful weapon functions as a *+5 vorpal unholy vicious executioner's mace.*

Frightful Presence (Su) When Kyuss engulfs a victim, witnesses must make a DC 41 Will save. Those who make the save are shaken. Those who fail by 5 or fewer points are frightened. Those who fail by 6 to 10 points are panicked. Those who fail by 11 or more points are cowering. All of these conditions last for 1d4 rounds. Those who have already seen the engulf attack gain a +5 bonus on the save, but the current victim of the engulf attack take a –5 penalty on this save.

Ignore Hardness (Ex) Once a day, Kyuss can attack an object and ignore its hardness rating.

Necromantic Prowess (Ex) Kyuss's effective caster level gains a +4 bonus when he rebukes undead, casts a necromancy spell, or uses a spell-like ability that mimics a necromancy spell.

Negative Energy Affinity (Ex) Negative energy cures Kyuss of damage as if he were an undead creature. Likewise, healing magic damages him as if he were undead.

Portfolio Sense (Su) Kyuss automatically senses any event related to the creation of undead, worms, decay, or the corruption of flesh that involves one thousand or more people. When he senses such events, he merely knows that the event is occurring and where it is; he receives no sensory information about the event until he uses remote sensing to observe it.

Remote Communication (Su) As a standard action, Kyuss can speak to any of his worshipers or to any other creature within a mile of where he can use remote sensing. This can be a telepathic message only one creature can hear or a great booming voice. All characters who receive these communications find their ears, hair, and clothes to be suddenly infested with disgusting (but harmless) green worms. This ability can cross planar boundaries.

Remote Sensing (Su) As a standard action, Kyuss can perceive everything within a radius of one mile around any of his worshipers, holy sites, or other objects or locales sacred to him. He may also center this supernatural effect on any place where someone speaks his name, for up to 1 hour after the name is spoken, and at any location when an event related to the creation of undead, decaying bodies, worms, or unholy corruption of the flesh occurs. This ability can cross planes and penetrate any mortal barrier, but cannot penetrate areas blocked by more powerful deities. Remote sensing is not fooled by *misdirection*, *nondetection*, or similar spells, and does not create a magical sensor that other creatures can detect. Kyuss can still sense what's going on nearby when he uses this ability, and may observe up to two remote locations at once.

Spontaneous Casting (Ex) Kyuss can spontaneously cast any cleric spell. His prepared cleric spells are still listed above, in the event that he drops to divine rank 0 (and thus may only cast prepared spells).

Teleportation (Sp) Outside of Manzorian's *dimensional lock*, Kyuss can use *greater teleport* as a spell-like ability at will, at caster level 20th. He can transport up to 100 pounds of objects with him when he teleports.

Zone of Desecration (Su) Kyuss exudes a 140-foot-radius zone identical to the effects of *desecrate*, except that it affects only allied undead.

Tito Leati lives, works, and teaches Italian in Ireland. His response to learning his adventures have been translated back to his native tongue for the Italian translation of Dungeon *is as follows: "As with many exiled Italians from history, my countrymen are finally starting to appreciate me now that I'm not there anymore."*

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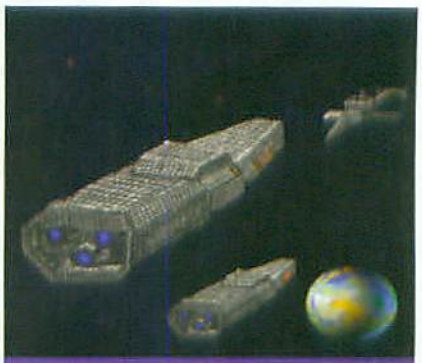

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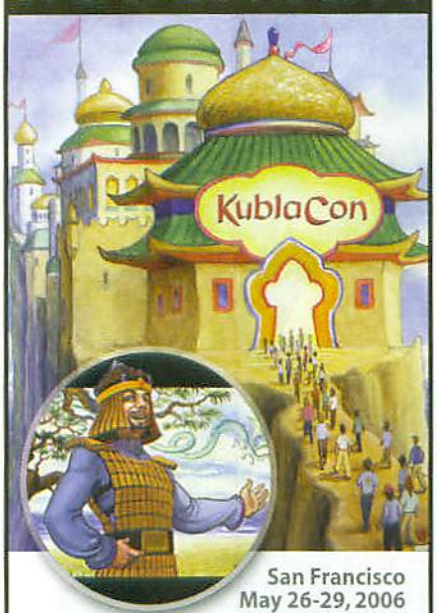

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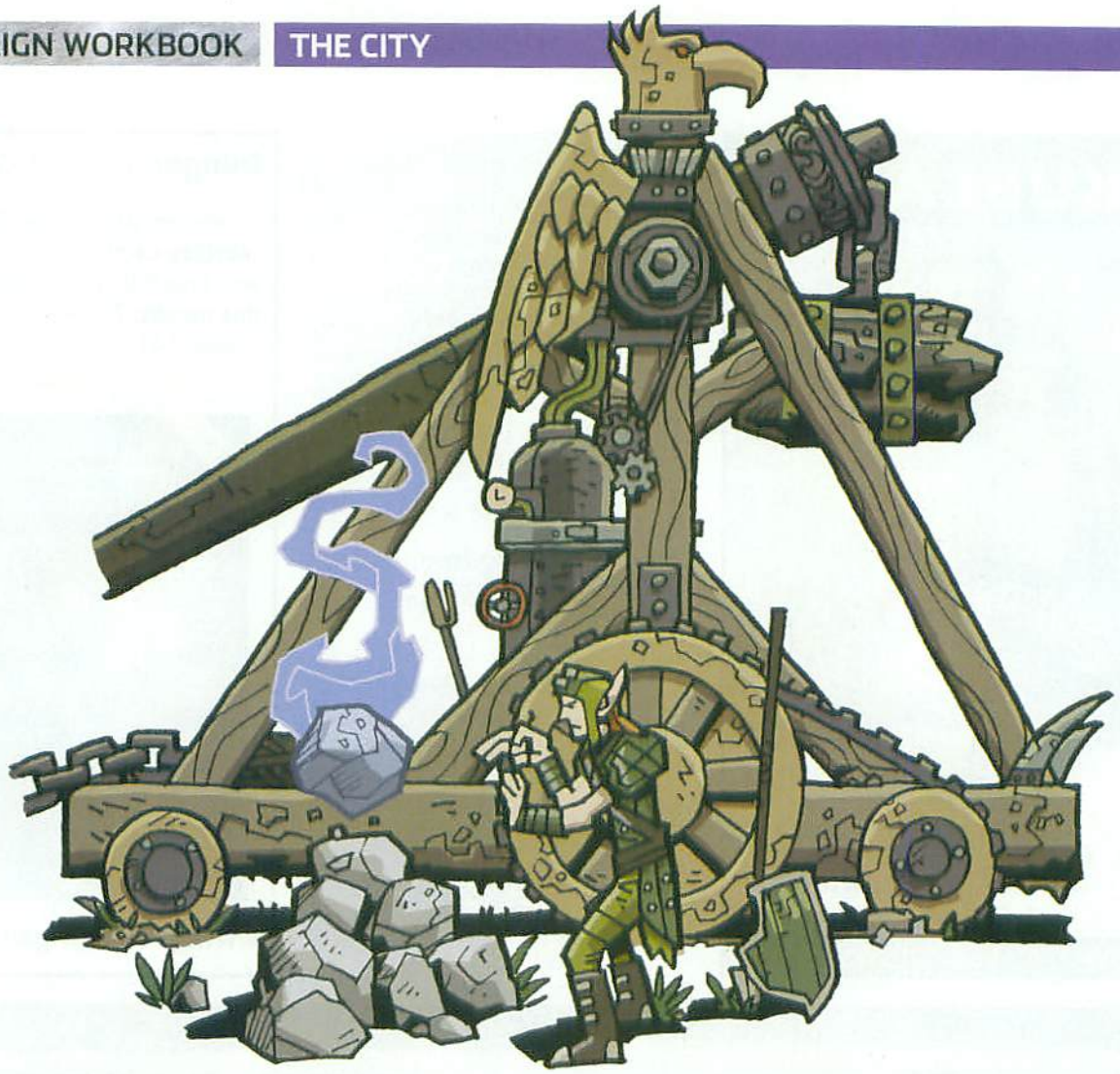


STRONGHOLD DEFENSES

BY STEFAN HAPP
BY KYLE HUNTER

While castles, city walls, and halberd-carrying guards pacing the parapets are standard fare for heroic fantasy, common sense holds that residents of D&D worlds would have created methods to counter threats posed by magical creatures, outsiders, and enemy spellcasters, adapting their defenses to match the available offensive technology.

Presented here are some ideas that you can incorporate into your campaign to make redoubts and cities more defensible against high-level threats and the invasion of intelligent, powerful monsters. Many of these ideas require an enormous expenditure of gold and the aid of high-level spellcasters, but wouldn't most of the nobility and wealthy merchants in your campaign spare little expense to protect themselves against the greatest threats of their world?

MAGICAL SITE PROTECTION

Beyond the standard *guards and wards*, there are several spells in the *Player's Handbook* that can be used to protect important sites. This list is by no means comprehensive, but is designed to illustrate how to think creatively with your magical defenses.

Dimensional lock is an excellent guard against extradimensional intrusion, but has only a 20-foot radius and a visible barrier.

Forbiddance, a great spell for preventing unauthorized magical entry, has a permanent duration and a large area of effect. The casting of *forbiddance* might well be used as a final seal on a newly finished stronghold, accompanied by a religious ceremony (because it takes a high-level cleric to cast it) or a grand fete to celebrate the consecration and blessing.

Hallow takes a day to cast and only protects a 40-foot-radius area, but can be a powerful deterrent against creatures of evil alignment.

Permanent *alarm* spells in key locations help guards pinpoint intrusions.

Continual flame spells help light the perimeter of the site's outer defenses at all times.

Animate plants (entangling) can be cast on ivy-covered walls for added defense against gatecrashers, and permanent *walls of stone*, *walls of iron* and *walls of force* can be incorporated directly into a stronghold's construction.

Permanent *nondetection* cast on specific chambers ensures that a ruler's secrets remain such.

The various symbol spells (*symbol of pain*, *symbol of death*, etc.) are the land mines of the D&D world—cast them in key locations, but be sure to warn the castle staff first.

CONVENTIONAL SITE PROTECTION

Conventional medieval castles, with large courtyards and towers, are far more vulnerable in a magical universe than in our own. Flying creatures, *dimension door*, *teleport*, and similar threats make it all too easy to bypass heavily defended walls. Here are some upgrades you might want to incorporate into your non-magical stronghold designs.

In areas with dangerous flying creatures, replace large, open courtyards with extensive sturdy roofing.

Sharp rocks and shards of glass or rusty metal atop a wall can discourage stealthy interlopers.

Roaming guard creatures (dogs or otherwise) can patrol perimeters and alert defenders to any intruders.

Builders might consider an enclosed outer perimeter, almost like a double wall, where traps, guard creatures, and guards could focus their attention and prevent entrance to the inner building. This outer perimeter would ideally extend all the way to the roof of the building, and would also help protect against siege weapon attacks by providing a buffer layer. Should invaders breach the first wall, murder holes and arrow slits give defenders the ability to rain oil and projectiles onto the enemy while they deal with the second blockade.

Siege engine teams in critical locations ought to have a supply of magical, silver, and cold iron ammunition on hand for use against special opponents.

Use of summoned or trained web-spinning spiders to place cobwebs in key areas helps protect against invisible intrusion and poses other difficulties to thieves and sneaky attackers.

While it might sound simple, keeping the most vital areas of the stronghold as secret as possible makes it is harder to *scry* and *teleport* into them.

CITY GUARDS

For large, sprawling cities, place tall watchtowers throughout the area, arming each with loud alarm bells and ballistae in case of a full-scale attack. These watchtowers can double as bases for teams of trained falcons or hawks whose only function is to spot flying, invisible intruders. At night, trained owls could perform the same function. Placing one of these city guard locations in each "neighborhood" vastly improves response time and intelligence.

In larger cities, guard patrols might try to contain major threats in a manner similar to a fire, responding in strength (platoons of 40+) and evacuating nearby residents in the face of an overwhelming aggressor. Any such response team in a city with a decent economy would likely have a few magic items and spellcasters as well.

Medium- to high-level spellcasters or adventurers who live in urban areas would likely be pressed into emergency service in times of need, and may even be obligated to sign a contract of service with the city watch (which would go a long way toward explaining the presence of so many lonely wizards' towers in the wilderness.)

Many cities practice and hold drills for all types of threats and events, so even high-level characters seeking to rampage through a hostile city may quickly find out that they have bitten off more than they can chew.

If your guards seem underpowered, give them magical items provided by local spellcasters in lieu of taxes.

Guilds, being already organized and highly trained, are a powerful asset in city defense. It's in everyone's best interests to have wizards' guilds heavily involved in defense planning and magical response efforts, and thieves' guilds might be obligated to help ambush, track, or hunt down criminals who have damaged the city or are trying to flee after committing a major crime (perhaps in exchange for a blind eye to their own affairs).

DEFENDING FROM BELOW

Underdark dangers are well known to most high-level NPCs who rule towns and cities or live in fortified strongholds. Beyond the typical dungeon stocked with monsters and guards to help protect against an assault from below, consider the following options for your campaign.

The stronghold has a large cellar completely filled with water, perhaps stocked with dangerous aquatic creatures. Anyone trying to dig into it from below finds their tunnel quickly flooded, alerting the defenders that something is coming. Acid-filled cellars are a deadlier but more costly option.

Beneath the castle lies a vast cavern lit by everburning torches. The defenders keep watch from the vaulted ceiling 50 or more feet above the floor, ready to rain burning oil, flaming missiles, and spells at intruders.

Permanent *walls of iron* sunk vertically 30 feet into the ground around the stronghold, combined with similar walls installed horizontally, provide a tough barrier for digging intruders to breach.

100 BOOKSHELVES

BY F. WESLEY SCHNEIDER,
BY KYLE HUNTER,

Bookshelves are some of the most common elements of a dungeon setting, but for many adventurers, little differs between the shelves of a wizard's tower and a city bookstore. Although it would be impossibly time-consuming for you to detail each feature of every bookshelf the PCs encounter, describing merely one shelf can make an entire library a memorable location. Whether it's a Celestial romance novel or a pickled halfling head, presented here are 100 ideas for what might rest upon any bookshelf, from the highest reaches of the royal archives to the ancient dressings of a lich's laboratory.

Random bookshelves (d%)

01 The "books" here are actually a disguised drawer.
02 Miniscule claw marks crisscross this shelf.
03 This shelf's books are sopping wet.
04 Dried gore encrusts the shattered jars that cover this shelf.
05 Several rows of tightly rolled scrolls rest here.
06 Numerous framed anatomical sketches line this shelf.
07 This shelf is filled with heavy tomes, each detailing a different creature, some real, some imaginary.
08 A worn box of soil filled with thick yellow grass covers much of this shelf.
09 Two pictures—one of a small girl and the other of a bifurcated skull—face each other here.
10 The worm-eaten texts upon this shelf

fall apart if disturbed.

11 More than two dozen prayer books written in Celestial fill this shelf.

12 All of the books on this shelf contain only pictures.

13 The pages of the books lining this shelf have all had their corners trimmed off.

14 This shelf has been fitted with sheets and a small pillow to make a tiny bed.

15 A simple hourglass and a large, origami lily rest with the books upon this shelf.

16 The small texts here fill less than half the shelf's height.

17 Three delicate porcelain dolls in elegant lace dresses sit patiently upon this shelf. Each of their faces has been deliberately sanded off.

18 A thick green-white fungus has overgrown the numerous tomes here.

19 Here librettos from several well-known dwarven operas collect dust.

20 Books constructed of copper plates and perforated with Terran text line this shelf.

21 This empty shelf is caked in thick layers of multicolored melted wax.

22 A long smear of red-brown ichor obscures many of the titles here.

23 Several dozen copies of the same priestly chapbook line this shelf, each extolling the virtues of the benevolent church of Wastri.

24 Rats have chewed a tunnel through, and created a nest within, the books here.

25 Bookends stylized as rampant lions rear at both ends of this shelf.

26 Numerous roots and budding leaves sprout from this shelf.

27 Several handwritten plays fill a number of quartos upon this shelf.

28 Three massive history books fill this shelf, each almost a perfect 2-foot cube.

29 Three rows of skulls, each from a different creature, rest here.

30 A horizontal wooden rack for a curved sword sits empty upon this shelf.

31 Three stacks of neatly folded shirts and pants lie here.

32 Two dozen volumes of excessively sentimental poetry fill this shelf.

33 Numerous holy writings line this shelf, each defaced with childish and offensive charcoal drawings.

34 A thick steel panel and sturdy lock protect the tomes here.

35 Numerous bottles of unlabeled multicolored liquids cover this shelf.

36 A tome encased in a thick block of ice lies here.

37 Hundreds of pages of mathematical calculations are crammed tightly into this shelf.

38 A large aquarium rests here. Although murky with algae, bubbles irregularly break the water's surface.

39 This shelf has collapsed, spilling its contents onto the shelves and floor below.

40 Dozens of crudely made stuffed animals cram this shelf.

41 This shelf is lined with books of poorly written fiction.

42 This shelf glows if any books are taken from it, providing enough light to read by.

43 Nearly two hundred thin, brightly colored folios line this shelf.

44 Pungent vanilla potpourri covers the tomes here.

45 Three hat boxes sit here, each containing a mummified kobold head.

46 An ancient atlas lies open here, the maps within bearing no resemblance to the known world.

47 A sculpture of a dismembered human torso divides the books on this shelf evenly.

48 The books on this shelf are organized into perfectly fitting vertical stacks.

49 Eighteen years of ledgers from a profitable butcher shop fill this shelf.

50 A "Dear John" letter, written in Goblin, lies here.

51 Vast portions of the history books here have been cut out.

52 A collection of halfling cookbooks fills this shelf.

53 The journals here are scrawled through, repeating the word "betrayer" countless times in dark red ink.

54 This shelf is lined with simple reading primers.

55 Tawdry yellowed romances form stacks upon this shelf.

56 The books on this shelf have all been reduced to ash.

57 Several travelogues, written in Infernal, sit neatly upon this shelf.

58 Maps of the local region line this shelf.

59 Numerous rolls of papyrus outline a particularly harsh code of laws in Draconic.

60 A collection of delicate, spotless wine flutes stands upon this shelf.

61 Books placed upon this shelf don't age, molder, or grow dusty, and can't get wet. Two ancient tomes that look practically new attest to the shelf's properties.

62 The fragments of four shattered marble busts lie scattered here.

63 This shelf is filled with boxes of various kinds of fresh fruit.

64 The books here are all made of large white leaves.

65 This shelf has been converted into a miniature shrine to Wee Jas.

66 Any book taken from this shelf immediately bursts into flames.

67 A particularly libidinous autobiography penned by a well-respected noble lies here.

68 Several detailed family histories line this shelf.

69 A dozen miniature ships in glass bottles are displayed upon this shelf.

70 The texts on this shelf comprise an extensive medical library.

71 This shelf sags under the weight of a dense iron safe.

72 Numerous tomes of outrageous and wholly faulty arcane theories fill this shelf.

73 Death records from a nearby town, dating back nearly a hundred years, line this shelf.

74 Hundreds of tiny glass animals stand in frozen silence here.

75 A collection of geodes and shiny rocks shimmers upon this shelf.

76 Several large clam shells, etched with the names of onlookers, are displayed here.

77 This shelf is filled with a variety of treatises on mining and blacksmithing.

78 All of the books on this shelf are fake, being nothing more than wooden carvings.

79 Covering this shelf is a collection of aerial navigation charts.

80 This shelf holds two complete quasit skeletons, each mounted on a stand.

81 This shelf is padded, but otherwise empty.

82 Several detailed maps of an unnamed island lie in tight rolls here.

83 A dozen cookbooks focusing on ways to prepare horse sit here.

84 The grimoires upon this shelf are each bound in the stitched skins of sentient creatures.

85 Glass tubes run between pieces of alchemical equipment on this and adjacent shelves.

86 Piles of insect carapaces lie between the books on this shelf.

87 The text within the books here only reveals itself to creatures of lawful alignment. Readers of other alignments see blank pages.

88 All of the books on this shelf are upside down.

89 Although the tomes on this shelf are titled, the pages of each are blank.

90 Filling this shelf are dozens of bottles, each filled with a tiny humanoid skeleton.

91 This shelf is splintered inward, with books crushed into its wooden backing.

92 This shelf has no back. A cramped alcove lies hidden behind it.

93 Upon opening a book on this shelf, a disembodied voice begins reading from the text.

94 Numerous display bottles labeled "danger" lie shattered here, some with fresh, wet trails of goo leading from them.

95 A deck of disturbingly illustrated cards wrapped within a silk scarf lies here.

96 An ornate metallic skull floats upon this shelf, rotating to watch passersby.

97 Opening any book on this shelf targets the reader with a random 1st-level spell from the sorcerer/wizard spell list. The opened book crumbles to dust after the spell is cast.

98 A row of scrapbooks filled with patches from children's clothing line this shelf.

99 This shelf bears a massive book with a strange starlike rune emblazoned upon the cover.

100 The text *within the books* on this shelf changes each time they are opened.

POLDERS

BY HAL MACLEAN
BY KYLE HUNTER

Rivendell. Ogier steddings. Shangri-La. Places of laughter and music where the old wisdom still lingers. Strongholds where the forces of light rally against the rising tide of darkness. Islands of tranquility where the brutish and the wicked dare not tread.

Polder, originally a Dutch word for patches of low-lying farmland painstakingly reclaimed from the sea, also enjoys a place in the lexicon of fantasy literature. Just as the dikes and embankments of the Netherlands hold back the restless waves, in stories these spots stand as bulwarks against the forces of evil. The heroes of these tales, or the characters in your campaign, must sometimes take refuge in polders, whether to plan their next move in the war against evil or simply to remind themselves why they fight and suffer.

All polders enjoy certain common characteristics. They are micro-realities, magically shielded from the hostile forces that surround them and where, in some ways, the normal rules of the world work differently. Something defends the borders of a polder—a guardian, a magical force, or perhaps some quirk of existence that moves it through space and time. Whatever the reason, those seeking to enter a polder must meet certain criteria, and if they fail to measure up they find it impossible, or at least quite risky, to cross its threshold.

AUNTIE'S COTTAGE

For heart-pounding moments the looming trees seemed to dance around Lidda, a stately minuet that whispered with menace and foreboding. Just as she thought to turn back, nervously searching for a vanished trail, the trees receded. Before her beckoned a sunny, cheerful clearing ringing with the laughter of children at play. Swings and slides, a pond for splashing or skipping stones, and butterfly-laden fields thronged with children of all ages and races. At the center of the clearing stood a cottage, its walls of creamy, glistening chocolate and gables of moist, steaming honeybread alone beckoned her forth.

Throughout the world, when children become lost and separated from their parents, a magical force sometimes guides them to this polder ruled by "Auntie" (NG ogre mage). Most stay for only a few hours, until the magic that brought them finds a way to direct them safely back to their parents' arms, carrying tales of a soon-forgotten dream about a magical cottage made of candy. Those seeking one of these lost children—or Auntie's cottage directly by use of magic such as a *find the path* spell—must make a DC 20 Survival check to stumble upon one of these magical trails. Regardless of the original terrain, these trails soon lead into a dense forest. An adult creature walking on one of these trails must make a DC 16 Will save or flee in mindless terror until suddenly reappearing near where he first found the trail. Non-good creatures who succeed in their saving throw (or are immune to fear effects) must next battle two treants (66 hp each; *Monster Manual* 244) who attempt to drive them away.

Those who overcome these obstacles soon find themselves at the edge of the clearing, free to enter the polder. Greeted by hordes of children shrieking questions in every known language, they soon meet Auntie herself. Stooped, with thin glasses perched on the end of her nose, Auntie's every word and deed makes her seems like a kindly grandmother, provided one overlooks the monstrous horns and jutting teeth. Despite her appearance, Auntie fiercely resists any attempts to harm a child in her presence, caring as deeply for them as they do for her.

The true magic of the polder lies in the cottage. Eating even a bite of the delicious, nourishing building grants all the benefits of a *heal* spell (caster level 15) to any living creature once each day. Furthermore, the cottage repairs damage to itself almost instantly, permitting multitudes to feast upon its walls and doors.

VALIANT HALL

The howling gale pummeled Regdar like a giant's fist, sending him tumbling into the smothering banks of snow with each staggering gust. The chill swaddled him, offering a kind numbness, a respite from the still-recent pains of the battlefield. Despite the temptation to close his eyes, to let the snow cover him like goosedown, Regdar pressed on. He knew that to succumb to the snow's promise was to succumb to death, and so he continued to put one foot in front of the other. Then, as if some conjurer had pulled back a curtain, the storm receded. In the calm before him stood a narrow, low-slung building made of crudely mortared stones, its many windows blazing with torches and peat fires. Pushing open the door, the mouth-watering scent of roasting meat greeted Regdar, followed closely by the sounds of boisterous laughter and shouts of welcome.

The songs of myth speak of great heroes who disappeared from the battlefield only to return in the darkest hour to drive the forces of evil before them. These brave ones seldom, if ever, explain what happened to them during their time away. In truth, the powers that safeguard the world from evil delivered them from a moment of great danger, giving them a chance to recover in a polder known as Valiant Hall before returning to the fray.

Any good-aligned humanoid proficient with all martial weapons and heavy armor may attempt to enter Valiant Hall rather then make a stabilization check for which failure would result in his death. With a successful DC 30 level check his body disappears, delivered fully healed into the howling blizzard surrounding Valiant Hall.

Valiant Hall is a long and narrow building that always seems cramped but cozy. Its great central table, lined with two sturdy benches, groans under the weight of an endless supply of plain but filling food and drink. At the head of this table sits the host, Argladrin (CG male human bard 20). At the foot of the table, an open space lined with flagstones is suitable for friendly bouts of wrestling or swordplay.

Anyone seeking to leave Valiant Hall must secure Argladrin's permission first, and can count upon hundreds of other guests to thwart any attempts at coercion. Mercurial and capricious, with salt and pepper hair and eyes that sparkle with mischief, Argladrin never grants this permission until a hero spends at least one day per level within Valiant Hall. Often he makes strange demands or extorts odd promises in exchange for permission to leave. These tasks always end up subtly helping the supplicant in his goals, even if at the time they seem pointless. Once allowed to leave, a person appears at a spot near his home or friends.

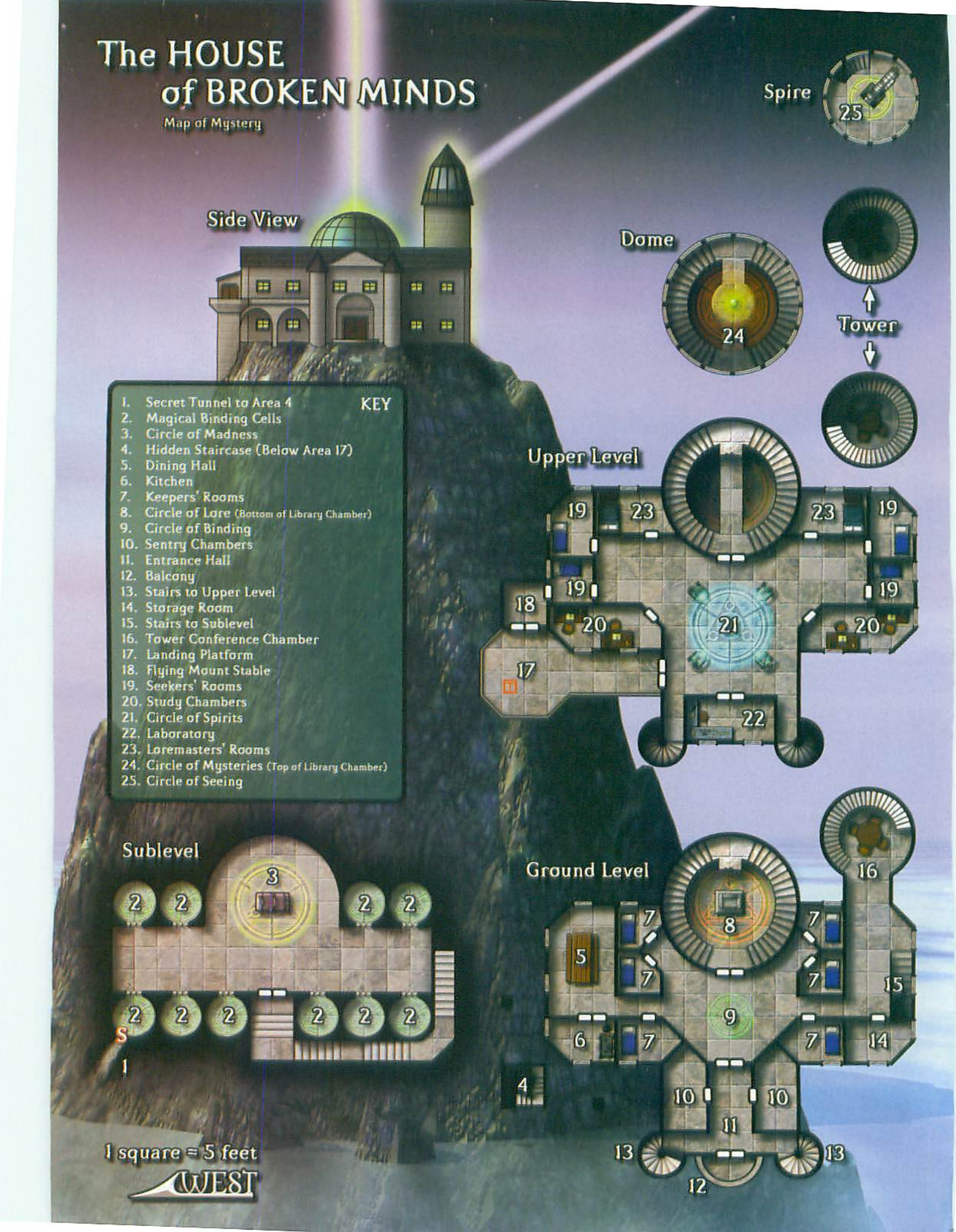
Any character attempting to leave by walking out into the snow quickly finds himself approaching the hall once more, regardless of which direction he travels. Spells like *plane shift* and *gate* function normally, allowing PCs to circumvent Argladrin's influence.

Recommended Reading: John Clute and John Grant, *The Encyclopedia of Fantasy* (Orbit, 1999).

DOWNER
FOOL'S ERRAND
Ghost piranhas ate my bard buddy. A kenku ninja poisoned my Halfling guild brother and stole my magic chicken. This is why I stay the hell off the surface world. Delivering the Ulolok to the copper dragon is only half this misadventure. I still got to get back home. My rakshasa boss better make this worth my while, or it's back to looting bodies.
DOWNER
TAGGIT
LOOPS
THE GITHYANKI
IZANK
ASTRID
THE INFINITE STAIRCASE.
OOOH
THE RAKSHASA HAS BETRAYED US!
THUNK
UNH!
NOLOQ! THE DOOR TO ZUGZWANG! WARN DOWNER!
HUH, CAN'T SAY I'M GLAD TO BE BACK.

Story and art by **Kyle Stanley Hunter.** Lettering by **Sean Glenn.** Downer is ©2005 Kyle Stanley Hunter. A **Super Unicorn** production. **www.superunicorn.com**

"IT'S BRUTALLY HOT. I CAN'T SEE $@!%, AND I'M SURROUNDED BY FILTHY, ALBINO MUTANTS."
MEAT SHOP
I TRUSTED TAGGIT. NOW THIS WHOLE CAMPAIGN HAS ME ON EDGE.
ASTRID HATES ME.
DON'T KNOW DOYLE.
IZANK IS ACTING UTTERLY INSANE.
FRANKLY, I DON'T UNDERSTAND WHAT'S KEEPING YOU FROM KILLING HIM.
I THOUGHT IT VAS OBVIOUS. HE ISN'T AN ILLITHID.
NOVELTIES
F. FINGERS
XXX
ALL RIGHT, YOU DEGENERATES. GIVER AND TAKERS' UNION, GUILD HALL 46.
WELCOME. CAN I HELP YOU? WE'RE HAVING A TREMENDOUS SALE ON CHAINMAIL BIKINIS.
LISTEN GAJO, I'M A VIP FROM BENZINGER KALRO'S BOYOS. LEMME VADA YOUR BOSS.
OH, HELLO. WE'RE ACTUALLY UNDER NEW MANAGEMENT, DROW.
DIDN'T THINK WE'D SEE YOU AGAIN SO SOON, CAPTAIN DOYLE.
TO BE CONTINUED

The HOUSE of BROKEN MINDS

Map of Mystery